

**REPORT OF THE OFFICE OF THE
ATTORNEY GENERAL**

**THE ANTIQUARIAN AND LANDMARKS SOCIETY,
INCORPORATED, D/B/A
CONNECTICUT LANDMARKS, INC.**

JANUARY 4, 2019

**PERRY ZINN ROWTHORN
DEPUTY ATTORNEY GENERAL**

Summary

This report of the Office of the Attorney General (“OAG”) provides a summary of the findings and conclusions concerning the OAG’s inquiry into the Antiquarian and Landmarks Society, Incorporated d/b/a Connecticut Landmarks (“CTL”).¹ The OAG’s jurisdiction to investigate this matter derives from Conn. Gen. Stat. § 3-125, which provides that the Attorney General “shall represent the public interest in the protection of any gifts, legacies or devises intended for public or charitable purposes.”²

CTL approached the OAG in June of 2017 regarding the Forge Farm property at 330 Al Harvey Road, Stonington, Connecticut, and whether it was practical to continue to keep the property as an asset of CTL. While this discussion was ongoing, interested citizens identified additional issues with respect to Forge Farm and also the Palmer-Warner Property. Given the increased level of complaints regarding CTL, the OAG decided to increase the scope of its inquiry.

This report focuses on CTL’s management of two properties it owns in Connecticut: Forge Farm in Stonington, Connecticut, and the Palmer-Warner Property in East Haddam, Connecticut. In addition, this report reviews CTL’s classifications for all its charitable gift funds, several of which are for the benefit of these two properties. In preparing this report, the OAG has spoken to dozens of individuals who have an interest in CTL. Many were affiliated with CTL, and many were from the communities in which the two subject properties are located. We are grateful to everyone who reached out to our office with information regarding CTL. In addition, the OAG has reviewed numerous documents relating both to the conditions of the houses and the treatment of the charitable funds. A summary of the findings and recommendations is presented first, with background and discussion sections following.

Summary of Findings

1. CTL properly installed vinyl windows and an asphalt roof in 2008 to stabilize the property at Forge Farm in the short term because a failure to do so would

¹ An electronic copy of this Report and all Exhibits can be found on the Attorney General’s website at the following URL: <https://portal.ct.gov/AG/Charities/Charities-Home-Page>.

² In an abundance of caution, because of past involvement in fundraising activities of CTL, Attorney General Jepsen has recused himself from the review and report. As a result, this matter is conducted under the direction of the Deputy Attorney General, Perry Zinn Rowthorn.

have caused damage to the Forge Farm house. CTL should have replaced the vinyl windows and asphalt roof with period-appropriate replacements thereafter, however, so that those fixtures of the Forge Farm house would be consistent with early American architecture, as was the donor's intent.

2. CTL made reasonable decisions regarding where and when to focus its energies in handling multiple issues at several of the properties it owns, which resulted in the deferral of the full development of the Palmer-Warner Property into a house museum and exhibit space. However, CTL did not have an adequate comprehensive program in place for the identification and reporting of maintenance and preservation issues at CTL's various locations.
3. In the judgment of the OAG, CTL wrongly interpreted the proper use of charitable funds in two instances, improperly relying on an accounting rule that directs income to be treated as unrestricted assets unless the donor specifically states that income should be restricted.

Summary of Conclusions

1. CTL has already replaced the asphalt roof with cedar shingles on the Forge Farm house and has contracted for the replacement of the vinyl windows. CTL should continue its work on the Forge Farm house so that it is a representative example of early American architecture, consistent with donor intent.
2. CTL should continue all renovation, development, and cataloging activity at the Palmer-Warner Property with the goal of fully developing the Property to preserve its historic character and to provide access to the public.
3. CTL's Board of Trustees should review CTL's policies with respect to ensuring that all real and personal property it owns is sufficiently protected from the natural elements, regardless of the Board's current focus, so that any future issues of deterioration are identified and addressed quickly. In particular, CTL should set an inspection schedule and identify an individual who will physically inspect each of CTL's properties and all personal property at each location on a regular and ongoing basis for needed maintenance or preservation issues. That individual shall report directly to the Board of Trustees at each Board meeting, and the governing documents of CTL should be amended to reflect this new position's role and reporting obligations.
4. CTL should develop more productive relationships with local area historical preservation societies. To that end, CTL should identify a liaison within CTL

to be the contact person for the local historical societies in those towns in which CTL has a property.

5. The OAG will keep its inquiry of CTL open until it has had an opportunity to review and approve CTL's actions in accordance with the above Conclusions.

Background

CTL approached the OAG in June of 2017 regarding the Forge Farm property at 330 Al Harvey Road, Stonington, Connecticut. Representatives from CTL met with the Attorney General and staff and shared their thoughts regarding the current situation at Forge Farm and whether it was practical to continue to keep the property as an asset of CTL. As is the case with any considered disposition of charitable assets, the OAG requested copies of the gift documents that had transferred the Forge Farm property from Virginia Berry to CTL. The OAG received these documents on July 14, 2017.

After having had an opportunity to review these documents, the OAG sent a follow-up request for documents to CTL on September 6, 2017. This letter request sought significant information from CTL regarding Forge Farm and the basis for CTL's desire to sell the property. Among other things, the OAG sought information regarding the impracticability of CTL's maintaining the Forge Farm as an example of early American architecture.³ These questions were pertinent to the primary issue then contemplated by the OAG; namely, whether CTL could establish the basis for a cy pres action with respect to Forge Farm. On December 21, 2017, CTL provided a response to the OAG's September 6 letter, along with a summary of the work done on the house at Forge Farm from 1983 to the present and a summary accounting of the trust established to maintain the property at Forge Farm.

While the OAG was considering the second set of materials produced by CTL, interested citizens identified additional issues with respect to the Forge Farm and Palmer-Warner properties. With respect to Forge Farm, questions were raised regarding the care and maintenance of the property by CTL. First, there was concern about the vinyl windows that had been installed in the Forge Farm house in 2008 because they did not represent early American architecture. Similarly, CTL

³ Impracticability is one basis for modifying donor intent. The Connecticut Uniform Prudent Management of Institutional Funds Act provides a mechanism to release or modify a restriction in a gift instrument where the gift is made to an "institution" (Conn. Gen. Stat. § 45a-535a(4)), the gift constitutes an "institutional fund" (Conn. Gen. Stat. § 45a-535a(5)), and the donor either consents to release or modification of the restriction or the Court finds that the restriction is "unlawful, *impracticable*, impossible to achieve or wasteful." (Emphasis added.) (Conn. Gen. Stat. §§ 45a-535e(a) and (c).)

had installed an asphalt roof on the Forge Farm house instead of wood shingles that were consistent with early American architecture.

The OAG was also apprised of issues at another property held by CTL—the Palmer-Warner Property located at 307 East Town Street, East Haddam, Connecticut. The reports were that, generally, the Palmer-Warner house and barn had been neglected since CTL took ownership of the property in 2005 and had not been opened for regular public viewing. In addition, there were complaints that CTL had installed an asphalt roof on the house and barn and that the house had some rotting siding; the grounds on the property had been let go; and the barn on the Palmer-Warner Property was in a derelict state and in danger of falling down.

In addition to the complaints about proper maintenance of Forge Farm and Palmer-Warner properties, interested individuals from these communities expressed concerns about the use of charitable funds by CTL, i.e., whether funds had been used for their appropriate charitable purposes. Last, the OAG heard numerous complaints regarding CTL's financial transparency, in addition to a genuine concern that CTL was not connecting with the communities in which the properties were located or involving them in the management or use of the properties.

Given the increased level of complaints targeting CTL, the OAG decided to increase the scope of its inquiry. The OAG therefore sent CTL a more comprehensive request for information on March 15, 2018. In this request, the OAG sought copies of all gift documents for charitable assets held by CTL and a statement of the current values of each charitable fund. CTL produced the requested information on April 13, 2018. Additional requests were made throughout the summer and fall of 2018, with CTL's last production arriving on November 9, 2018.

Review and Findings

As discussed above, there are two primary concerns that the OAG had when it commenced its comprehensive review of CTL. First, the OAG had received numerous complaints regarding the condition of two properties owned and managed by CTL: Forge Farm and the Palmer-Warner Property. We discuss these issues first. Second, allegations were made that CTL was misusing restricted charitable funds for other purposes. In the second part of this section, we discuss the charitable funds held by CTL and our assessment of CTL's use of the funds for compliance with donor intent.⁴

⁴ We heard various additional complaints regarding CTL from the individuals who reached out to the OAG. Although we do not discuss each complaint in depth, we believe that most

I. The Properties

A. The Forge Farm

In 1983, CTL acquired Forge Farm from Virginia Berry pursuant to a grant in her will.⁵ (Exhibit 1, Article Sixth.) In her will, Berry provided for how she wanted CTL to use the property: “I direct that said Society shall maintain the house, outbuildings and land owned by me at the time of my death, in the Town of Stonington, County of New London and State of Connecticut as an historic landmark” *Id.* In addition, Berry expressed her wishes as to how the property should be kept. “It is my desire and intention that so long as possible, the said real estate shall be kept and maintained as an example of early American architecture and grounds.” *Id.*

Upon acquiring ownership, CTL made immediate repairs to the house because at that time it had no hot water, no central heat, and no drinkable water. Once these basic living repairs were made, the CTL board voted to restore the house. The restoration took several years and cost over \$466,000, due to the dilapidated state of the house and a termite infestation uncovered during the renovation. The rebuild of the house salvaged as much of the original house as was possible and added, among other things, new but authentic looking windows and roof shingles. Then, consistent with the terms of Berry’s will, CTL rented the property out to tenants, the first of whom was an employee of CTL, who opened the house for viewing by appointment.

The last tenant at Forge Farm was Terra Firma Farm (“TFF”), an IRS section 501(c)(3) organization, that used the land as a farm. TFF resided on Forge Farm for approximately 13 years, but towards the end of the tenancy, the tenant and landlord relationship between TFF and CTL deteriorated until TFF vacated the premises in 2016. During TFF’s occupation of the house at Forge Farm, however, the wooden windows and rooftop shingles had so deteriorated since the renovation in the 1980’s that they were failing to protect the house from the natural elements.

There are conflicting stories regarding the clarity and frequency of communications between TFF and CTL during this time, but it is clear that by the fall of 2008, the problems with the windows and shingles had become severe enough to warrant the installation of new windows and a new wood-shingled roof. Given

of the issues expressed by these concerned individuals will be addressed by the OAG’s Conclusions.

⁵ Ms. Berry also gave CTL money for the maintenance of the property.

the time of year, however, CTL believed it did not have sufficient time to have custom-made windows and wooden shingles manufactured and installed before the upcoming winter season. Therefore, CTL sought to quickly secure and seal the premises so as to protect the interior of the house from the outside elements. They did so with vinyl windows and asphalt shingles.

This preservation of the house at Forge Farm took place in 2008 and was decidedly not consistent with Ms. Berry's wish that the house be maintained as an example of early American architecture. In addition, regardless of CTL's relationship with TFF, CTL failed to regularly and properly inspect Forge Farm to ensure its continued preservation as an example of early American architecture. Nonetheless, the installation of the asphalt roof and windows in 2008 appears appropriate under the circumstances because it stabilized the deteriorating situation at the Forge Farm house, a significant priority in the preservation of historic houses.⁶ But the vinyl windows and asphalt shingles remained on the Forge Farm House for approximately 10 years.

Although we appreciate that it must prioritize the work that needs to be done on all the properties within its collection, CTL should not have delayed for so long the additional work of replacing the vinyl windows and asphalt roof. The stabilization of the deteriorating portions of the Forge Farm house should have been a temporary solution, and CTL should have replaced the roof and windows much sooner. Our review of the relevant funds shows that sufficient funds existed for the appropriate renovations to the house.

B. The Palmer-Warner Property

The Palmer-Warner Property is located at 307 East Town Street, East Haddam, Connecticut. CTL took ownership in 1993 from Howard A. Metzger. The house was originally built c. 1740 and went through substantial alterations c. 1790. The house remained in substantially the same form from then until 1936, when Frederick C. Palmer purchased the house. At that time, the house still lacked plumbing and central heating, but Palmer made many changes to the house, including adding in two bathrooms and a small modern kitchen. The property was listed on the National Register of Historic Places in 1987 under the criterion of architectural significance.

⁶ See the Secretary of the Interior's Standards for the Treatment of Historic Properties for a full discussion of the guidelines for preserving, rehabilitating, restoring and reconstructing historic buildings at <https://www.nps.gov/tps/standards/treatment-guidelines-2017.pdf>.

In 1971, upon Palmer's death, the house was transferred to Howard Metzger. In 1993, Metzger quit-claimed the Palmer-Warner house and grounds to CTL, while reserving a life interest in them for himself. He similarly gifted all the personal property to CTL at the same time, also reserving a life interest in the use of the personal property. When the Property was transferred to CTL, the quit-claim deed stipulated that the house "shall be used as a house museum . . . study house, or as a residence for staff [of CTL], or for a similar use that would further the purpose of preserving the historic character and providing access . . . to the public" (Howard A. Metzger Quit Claim Deed, ¶ 2; Exhibit 5.) In 2005, Metzger died in a car accident and the Palmer-Warner Property became an asset solely of CTL.

In the winter of 2018, the OAG received reports about several issues regarding the Palmer-Warner Property, including that the barn on the property appeared to be on the verge of collapsing, and that there was wood rot on one of the corner posts of the house. In addition to these concerns for the property itself, the OAG heard from representatives of the East Haddam Historical Society ("EHHS") regarding CTL's choice not to partner with the EHHS at that time in the running and showing of the Palmer-Warner Property.

CTL initiated the Palmer-Warner Task Force ("Task Force") in 2007. The purpose of the Task Force was to evaluate the House, its contents, and the surrounding property and make recommendations to CTL's Board of Trustees on how to handle the gift going forward. In 2009, the Task Force issued a Case Report and Recommendations ("Report"; Exhibit 3) on the Palmer-Warner Property and submitted the same to the CTL Board of Trustees. The Report noted the following:

Although the site was kept by Howard Metzger in superb condition, it has suffered from deferred maintenance since it passed to [CTL] in 2005. It suffers from being vacant as well as lack of good climate control and does not appear to have been cleaned since [CTL] has taken ownership. Mice have been nesting in papers and fabrics; dishes are sitting in the sink. During the winter of 2009, the house was not heated and the pipes burst, causing damage.

(Report, p. 9.) We know, therefore, that CTL did not immediately begin full-scale development of the Palmer-Warner house once it acquired the property.

As a result of our review, however, we understand that the delay between acquiring the Palmer-Warner Property and beginning significant work on it was the result of several other priorities and issues during that time. About the time that CTL received the Palmer-Warner Property, it was in the midst of developing the Nathan Hale Homestead, a multi-year project. And as the Nathan Hale project was

nearing conclusion, the State gave the Amos Bull property to CTL.⁷ The Amos Bull House required substantial work to function in any capacity for CTL. And so, a major capital campaign was initiated to overhaul the Amos Bull House and the attached McCook Carriage House. The Amos Bull development project became the major focus of CTL at that time.

It would have been very difficult for CTL to address all the issues surrounding the Palmer-Warner Property while these two other projects were active. For example, because of the nature of Metzger's death (an automobile accident), the House was left to CTL without any preparation for its transfer. By itself, the efforts needed to inventory the personal property remaining on the Property have been significant. Nonetheless, CTL made efforts throughout this time period to stabilize the house and barn and to begin its development of the Property. The Task Force was formed in 2007 and, as noted above, issued the Report in 2009. In 2010, CTL replaced the barn roof and installed interior support posts to the barn because of its instability. CTL also fixed some exterior rot on the house and painted the house's interior and exterior. In 2012, CTL sought several evaluations and proposals for renovating the barn, and during 2013 and 2014, additional stabilization work was performed on the barn. In 2015, a photo census was taken of the objects on the Palmer-Warner grounds. In August of 2016, CTL hired a Project Manager to catalog the Property's collections. In 2017, CTL replaced the roof on the porch and house,⁸ installed new gutters and downspouts, and replaced the deck, among other things. In 2018, the barn was disassembled while preserving any and all timbers that could be reused in the rebuilding of the barn. And CTL held two open houses during this time, in 2016 and 2018. This listing of activity on the Palmer-Warner Property is not exhaustive; rather, it is an example of the attention given to the Property during CTL's initial decade of ownership.

In January of 2016, CTL consulted with multiple experts in historical preservation to identify the possible interpretative themes for the Palmer-Warner Property and completed the initial interpretive framework for the Property by April of that same year. The history of the Palmer-Warner Property created a significant question for CTL regarding what story it would tell with the Property. The house was built in 1740, so one aspect of the Property is the historical nature of the house

⁷ The Amos Bull House, located at 59 S. Prospect Street, Hartford, Connecticut, had been owned by the State and used by the Connecticut Historical Commission since 1972.

⁸ One complaint we heard concerned the installation of an asphalt roof on the 18th century Palmer-Warner house. This installation is acceptable for the house because, from a donor intent perspective, Metzger did not require CTL to maintain the house in 18th century form, as did Virginia Berry for Forge Farm. Indeed, Palmer and Metzger themselves did not maintain the house as such.

itself. For example, some of the hardware used in the House—the hinges and door handles—are original and were built in a smithy that was located directly across the street. Nonetheless, when Frederick Palmer bought the house in 1936 he made significant alterations to the house that were not consistent with an 18th century house. Palmer himself did not fully preserve the 18th century character of the Property.

CTL is currently developing the Palmer-Warner Property. The inventory and review of all the personal property is substantially completed. The barn that was in danger of falling down has been taken down board by board (each being numbered in the process) and is being rebuilt with the original pieces when possible. (There was significant termite, ant, and water damage to the barn, in addition to structural failures due to alterations to the barn, all of which existed prior to CTL's ownership of the property.) Also, a rotted deck that previously existed next to the house was rebuilt. And although the house and grounds are not open on a regular schedule, CTL has been able to host several open houses while the work is being done on the Property.

We conclude with respect to the Palmer-Warner Property that although CTL did not start developing the Property into a house museum immediately upon receiving the Property, the delay was the result of other priorities within CTL at the time, the outside circumstances involving the Amos Bull Property, and the significant challenges to developing the Palmer-Warner Property.

II. The Charitable Gifts Assets

In response to our March 15, 2018, comprehensive request, CTL provided our office its analysis regarding the proper use of the charitable gifts funds in its possession and of the income it receives from trusts held by third parties for the benefit of CTL. In addition to its analysis, CTL provided copies of the gift instruments in its possession for the charitable gifts funds in its financial portfolio. Attached as Exhibit 4 is a spreadsheet that identifies CTL's gift funds, how they originated, the nature of each fund, and the CTL property for which the funds are dedicated, if any.

For any charitable gift funds, there are two primary issues that govern their proper treatment. The first is whether the gift fund can be spent completely or must be preserved in perpetuity. Funds that a donor wishes to be preserved are identified as endowment funds. Conn. Gen. Stat. § 45a-535a(2). By contrast, those funds that the donor has not sought to preserve are considered fully expendable. The second issue concerns the purpose to which the funds can be put. Unrestricted funds may be used for any proper charitable purpose of the organization holding the fund (or of the organization that is the beneficiary of a third party held trust).

Conversely, restricted funds have a narrower charitable purpose than that of the organization, and the restriction is set by the donor of the gift funds. Therefore, the two initial determinations of any gift fund is whether it is endowed and whether it is restricted. We have identified the proper categories for each fund on Exhibit 4.

In all but two instances, our review reveals that CTL has properly categorized its gift funds and has appropriately identified their charitable purposes.

In our judgment, there are two funds that CTL incorrectly characterizes: the Frederic C. Palmer Memorial Fund (the “Palmer Memorial Fund”) and the Seymour Fund. In both cases, CTL takes the position that although the corpus of the fund is restricted as to purpose, the appreciation and income derived from the fund is unrestricted as to purpose and, therefore, can be used for any proper charitable purpose of CTL.⁹ CTL bases this interpretation primarily on an opinion letter from its auditor, which provides in relevant part:

The [Financial Standards Accounting Board (“FASB”)] has stated that income on restricted funds (this includes interest, dividends, realized and unrealized appreciation) are considered unrestricted unless there are explicit donor stipulations. Therefore in most cases the amount of a restriction is the original value of an endowed gift and any income on that original gift would be unrestricted.

Letter from Andrew G. Andrews at Whittlesey f/k/a Whittlesey & Hadley, P.C. to Sheryl N. Hack, dated March 9, 2018.¹⁰ Consistent with this opinion, CTL has characterized the appreciation and income from the Palmer Memorial Fund and the Seymour Fund as unrestricted. Although we disagree with CTL’s application of the accounting advice given to it, we acknowledge that the Board of Trustees appears to have relied on this advice in good faith in the handling of the Palmer Memorial Fund and the Seymour Fund.

The controlling factor in the proper use of charitable funds is the donor’s intent. This concept is codified in Connecticut in both the Statute of Charitable Uses, Conn. Gen. Stat. § 47-2, and the Statute of Charitable Trusts, Conn. Gen. Stat. § 45a-514. These statutes together stand for the principle that all estates and trusts granted for public and charitable use “shall forever remain to the uses and

⁹ For ease of discussion, we will refer to appreciation and income solely as “income.” The distinction between the two is not relevant to our discussion.

¹⁰ CTL received a similar letter from Mr. Andrews in August of 1997.

purposes to which it has been granted according to the true intent and meaning of the grantor and to no other use.” § 45a-514. Even in the general rules of construction for interpreting wills, the lodestar is the testator’s intent. “The cardinal rule to be followed in construing a will is to find and effectuate the intent of the testator.” *Dei Cas v. Mayfield*, 199 Conn. 569, 572 (1986). We look for the intent of the donor in the words used in the granting document, as the Connecticut courts have directed:

In seeking that intent, the court looks first to the will itself and examines the words and language used in the light of the circumstances under which the will was written. . . . To ascertain the intent of a particular provision, the will must be read as a whole to discover whether it discloses an underlying intent which should be considered in finding the meaning to be accorded to the particular language under construction.

(Citation omitted.) *Id.* To ascertain the intent of a charitable donor, the courts do not look to an accounting rule that sets a default presumption regarding donor intent for which a donor bears a burden of articulation. Accounting rules simply do not control the legal analysis.

Turning to the Palmer Memorial Fund, the relevant language in Metzger’s will¹¹ provides:

The Frederic C. Palmer Memorial Fund shall be used solely to support the preservation and maintenance of the 18th century house known as the Palmer-Warner House and the maintenance of any other premises which [CTL] receives under Section 2.03 hereunder.

In the event [CTL] shall sell said Palmer-Warner House in accord with the provisions contained in Section 2.03 hereunder, said fund shall be for [CTL]’s general uses and purposes. [CTL] shall have the right to use any and all of said fund, including the original principal and any appreciation and income.

Notwithstanding the foregoing, I express the hope that [CTL] shall not exhaust the principal of said fund because I desire that the said fund shall be in existence in perpetuity as a memorial to the said Frederic C. Palmer.

¹¹ This same language is also present in the Quit-claim Deed and the Deed of Gift executed by Metzger for the benefit of CTL.

(The Last Will and Testament of Howard Allison Metzger, Section 2.05; Exhibit 5.) The primary statement as to purpose—the first paragraph above—sets forth a clear restriction on the use of the Palmer Memorial Fund. Specifically, its purpose is the preservation and maintenance of the Palmer-Warner House. CTL, however, interprets the above language as being silent regarding any restrictions on income because Metzger does not specifically mention that income is to be restricted. CTL then relies on the FASB accounting rule to conclude that Metzger’s intent was to allow the use of income for any proper purpose of CTL.

The language of Metzger’s will makes clear that he included both principal and income when he refers to the “The Frederic C. Palmer Memorial Fund” in the first paragraph. Indeed, it is difficult to interpret this language otherwise.

When Metzger sets forth in his will whether the Palmer Memorial Fund is endowed (the second paragraph above), he states: “The society shall have the right to use any and all of said fund, including the original principal and any appreciation and income.” In essence, he is making plain that when he is referring to the fund in that context, he is referring to all aspects of the fund. In fact, in the entirety of section 2.05, Metzger does not distinguish between principal and income. The only time he uses those terms is when he is defining what he means by his use of the word “fund.” Indeed, his listing of the elements of a fund in the context of whether the fund is endowed is a comment on whether the word fund includes principal, not a comment on whether the word fund includes appreciation and income because regardless of whether a fund is endowed or fully expendable, appreciation and income can be spent.

Given Metzger’s definition of the word “fund” later in the same section of his will, it is logical and internally consistent to conclude that his statement on the purpose of the fund speaks to the entire fund, not just principal. CTL would have us interpret Metzger’s lack of distinction between the use of principal and income in that first sentence as support for a distinction between the two. It is only by relying on an accounting rule that CTL can make this illogical leap.¹²

¹² The language used in the Metzger will is clear and unambiguous. *Canaan National Bank v. Peters*, 217 Conn. 330, 336 (1991) (“A court may not stray beyond the four corners of the will where the terms of the will are clear and unambiguous.”) As such, there is no need to look beyond the will for evidence regarding Metzger’s intent. Assuming for the sake of argument that we needed to look beyond the will for guidance regarding Metzger’s intent, the circumstances surrounding the execution of the will shows that Metzger did not have significant disposable income during the latter part of his life. The bulk of the money in the Palmer Memorial Fund was the result of the wrongful-death lawsuit that Metzger’s estate filed because he died in a car accident. (The estate closed in 2010.) Metzger did not know when he was drafting his will that the Palmer Memorial Fund would contain so much money. In the context of leaving very little money *solely* for the preservation and

We conclude that a court would interpret Metzger's will as restricting both principal and income to the preservation and maintenance of the Palmer-Warner Property, with the only exception being CTL's possible sale of the Palmer-Warner Property as contemplated in section 2.03 of Metzger's will.

CTL produced an accounting of the Palmer Memorial Fund, which shows a surplus (remaining income) of \$41,502 as of March 31, 2018 (CTL's fiscal year end). This number represents the amount of money left over after all the draws of income from the Palmer Memorial Fund were netted against all expenditures attributable to the Palmer-Warner Property from 2006 to FYE2018. In other words, CTL did not spend more on the Palmer-Warner Property than it had available in the Palmer Memorial Fund. The total amount in the Palmer Memorial Fund as of September 30, 2018, was \$1,527,682.63. Already in FYE2019, CTL has spent over \$41,502 on the Palmer-Warner Property. Indeed, it has budgeted a total of \$688,338 for the Palmer-Warner Property for the current year. Although CTL has taken the position that the income from the Palmer Memorial Fund is unrestricted to purpose, CTL has spent the value of all the income accumulated from the Palmer Memorial Fund on the Palmer-Warner Property and is now spending money from other unrestricted funds on the Palmer-Warner Property. CTL's interpretation of the Palmer Memorial Fund's provisions has not led to a misuse of charitable funds.

We now turn to the Seymour Will, which provides in relevant part:

I give and bequeath Twenty-five Thousand Dollars (\$25,000) to The Antiquarian and Landmarks Society, Inc., of Connecticut as an endowment fund for the maintenance and care of the Hale Homestead.

(The Last Will and Testament of George Dudley Seymour, Article XVIII.)¹³

The analysis of donor intent in the Seymour Will is straightforward. The Seymour gift was intended to create an endowment. As an endowment fund, CTL

maintenance of the Palmer-Warner Property, it is illogical to conclude that Metzger intended that any accumulation of income could be spent on other CTL house museums. He wanted to preserve the Palmer-Warner Property. A more rational interpretation is that Metzger wanted all of the Palmer Memorial Fund to be spent on the Property as long as CTL owned it.

¹³ Identical language is used in the same Article of the Seymour Will in connection with the Strong Homestead, so our analysis of the Hale Homestead language applies to the Seymour gifts for the benefit of both the Hale and Strong Homesteads.

can only spend the income from this fund. In addition, the use of the fund is clearly restricted to the maintenance and care of the Hale Homestead. Because Seymour limited the spending to only the income from the fund, it can only be the income he refers to when he restricted its use to the maintenance and care of the Hale Homestead. Restricting the use of the principal when the principal cannot be spent anyway makes no sense. The entire fund, including the income from the fund, is restricted to the maintenance and care of the Hale Homestead.

Similar to the circumstances in the Palmer Memorial Fund, CTL reports that even though it interpreted the Seymour Will as allowing income from the fund to be spent for any CTL purpose, none has been spent for another purpose. All income from the Seymour Fund was spent on the Hale Homestead.

Conclusion

The OAG makes the following Conclusions regarding CTL.

1. CTL has already replaced the asphalt roof with cedar shingles on the Forge Farm house and has contracted for the replacement of the vinyl windows. CTL should continue its work on the Forge Farm house so that it is a representative example of early American architecture, consistent with donor intent.
2. CTL should continue all renovation, development, and cataloging activity at the Palmer-Warner Property with the goal of fully developing the Property to preserve its historic character and to provide access to the public.
3. CTL's Board of Trustees should review CTL's policies with respect to ensuring that all real and personal property it owns is sufficiently protected from the natural elements, regardless of the Board's current focus, so that any future issues of deterioration are identified and addressed quickly. In particular, CTL should set an inspection schedule and identify an individual who will physically inspect each of CTL's properties and all personal property at each location on a regular and ongoing basis for needed maintenance or preservation issues. That individual shall report directly to the Board of Trustees at each Board meeting, and the governing documents of CTL should be amended to reflect this new position's role and reporting obligations.
4. CTL should develop more productive relationships with local area historical preservation societies. To that end, CTL should identify a liaison within CTL to be the contact person for the local historical societies in those towns in which CTL has a property.

5. The OAG will keep its inquiry of CTL open until it has had an opportunity to review and approve CTL's actions in accordance with the above Conclusions.

Last Will and Testament

BE IT KNOWN TO ALL PERSONS, that I, VIRGINIA S. BERRY, of the Town of Stonington, County of New London - and State of Connecticut, being of lawful age, of sound and disposing mind, memory and judgment, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils made by me.

FIRST

I direct my Executor hereinafter named, to pay my legal debts, except any as may be secured by a mortgage of real estate, and to further pay expenses of last illness, funeral expenses, and expenses of administration out of this my estate.

SECOND

I hereby direct that all legacy, succession, inheritance, gift, transfer and estate taxes, including interest and penalties, if any, levied or assessed upon or with respect to any property which is included as part of my gross estate for the purposes of any such tax, shall be paid by my Executor hereinafter named, out of my estate in the same manner as an expense of administration and shall not be prorated or apportioned among or charged against the respective devisees, legatees, beneficiaries, transferees, or other recipients nor charge against any property passing or which may have passed to any of them and that my Executor hereinafter named, shall not be entitled to reimbursement for any portion of any such tax, interest or penalty from any such person.

V.S.B.

THIRD

I direct that my Executor, hereinafter named, shall permit Mrs. Kathleen Fyfe of Watch Hill Road, Westerly, Rhode Island, the right and privilege to enter onto the real property owned by me at the time of my death and to select from among the furniture and furnishings which I may own at the time of my death, such number of items as she, in her sole discretion, shall desire, and I give and bequeath such items to her. It is not my desire or intention by this reference to limit the number of items she selects, and it is my request and direction to my Executor that full cooperation be made with Mrs. Fyfe for the carrying out of this bequest.

FOURTH

I hereby give and bequeath to my Executor, hereinafter named, complete discretion with respect to the disposition of any horses, ponies or other domestic animals owned by me at the time of my death, including the right to arrange gifts of the same to any person or persons without limitation.

FIFTH

During the administration of my estate, my Executor and Trustee, including any beneficiaries hereunder, are requested to permit the guests and friends of mine who have horses or ponies at my farm at the time of my death, to continue to keep them on the premises for such reasonable period of time as they may need to arrange alternative accommodations, it being my full understanding that such action may involve an increased liability for my Executor or Trustee.

SIXTH

All the rest, residue and remainder of my estate, of whatsoever the same may consist and wheresoever the same may be situated,

including any property over which I may have a power of appointment under the Last Will and Testament of my husband, Charles Berry, dated January 31, 1968, both real, personal and mixed, I give, devise and bequeath to THE ANTIQUARIAN AND LANDMARKS SOCIETY, INC., of Connecticut, now of 394 Main Street, Hartford, Connecticut, IN TRUST NEVERTHELESS, to hold, manage, invest, reinvest and use for the following purposes, to wit:

I direct that said Society shall maintain the house, outbuildings and land owned by me at the time of my death, in the Town of Stonington, County of New London and State of Connecticut as an historic landmark, and shall use the income from the personal property comprising this gift, together with any funds received from the estate of my husband, Charles T. Berry, to the extent necessary, for the maintenance and preservation of the house and grounds for that purpose, in such amounts and proportions as the said Society shall deem appropriate. It is my desire and intention that the Society should be authorized to dispose of any land on the west side of the highway as they deem not essential for the herein described purposes, provided that any property conveyed by the Society shall be limited to prohibit the construction of multi-family dwellings. Any net income of this Trust not necessary for the purpose of the maintenance and preservation of the house and grounds shall, in the sole discretion of the Society, be used by the said Society for its general purposes, or, in the discretion of said Society, may be added to the principal of this Trust. The Antiquarian and Landmarks Society, Inc., of Connecticut, is hereby authorized to lease such real property upon such terms and conditions as it shall deem appropriate if it is determined by said Society that such lease will promote the interests and purposes hereinabove set forth. It is my desire and intention that so long as possible, the said real estate shall be kept and maintained as an example of early American architecture and grounds.

SEVENTH

I hereby nominate and appoint the BOSTON SAFE DEPOSIT AND TRUST COMPANY of Boston, Massachusetts, to be the Executor of this my Last Will and Testament and Trustee of all trusts herein created, and I direct that no bond shall be required of it in any jurisdiction for the faithful performance of its duties.

EIGHTH

Subject to any limitations set forth elsewhere in this document, I hereby authorize my fiduciary, herein named, with respect to my estate, and my Trustee herein named, with respect to any property held in trust hereunder, including any substitute or successor fiduciary, in its sole discretion and without the order or permission of any court, as follows:

A. To retain, without liability for loss or depreciation resulting from said retention, any property, real or personal, received by it hereunder for such time as it shall deem advisable, although said property may not be of the character prescribed by law for the investment of trust assets and although it represents a large percentage of my estate or of any trust established hereunder;

B. To institute any proceeding at law or in equity to enforce the payment of any life insurance policy payable to it and to do any and all things which it deems advisable for the purpose of collecting any sums which may be due or payable under any such policy, provided, however, that it shall be under no obligation to institute or enter into any such litigation to enforce the payment of any such policy until it shall have been indemnified to its satisfaction against all expenses and liabilities to which it may, in its judgment, be subjected by any such action on its part;

C. To sell, transfer and convey, grant options to purchase,

exchange and alter assets, real or personal, at any price which it, acting in good faith, shall consider represents an adequate consideration in money or money's worth and upon any terms which it shall deem advisable, except as hereinabove limited.

D. To invest and reinvest all funds from time to time available for investment in any kind of property, real or personal, including, without limitation, bonds, interests in common trust funds, interests in investment trusts, stocks of any class, mortgages and other investments in property, as it shall deem advisable irrespective of any rules of law governing the investment of trust funds and of the usual policies of diversification of trust investment, and to exercise any stock options possessed by me at my death;

E. To lease property on any terms and conditions and for any term of years although extending beyond the period of my estate or of any trust;

F. To cause any of the investments which may be delivered to or acquired by it to be issued, held or registered in its name, in negotiable form, in the name of a nominee or in any form in which title will pass by delivery; and any corporation or its transfer agent may presume conclusively that said nominee is the actual owner of securities submitted for transfer;

G. To vote in person or by proxy any securities held by it and, in such connection, to delegate powers, discretionary or otherwise, for any purpose to one or more nominees or proxies with or without power of substitution and to make assignments to and deposits with committees, trustees, agents, depositaries and other representatives; to retain any investments received in exchange in any reorganization or recapitalization;

H. To settle, compromise, contest or abandon claims or demands in favor of or against my estate or any trust;

I. To borrow money, assume indebtedness, extend mortgages and encumber by mortgage or pledge although extending beyond the

V.S.B.

period of my estate or of any trust;

J. To elect to deduct certain expenses in any income tax return or on any estate tax return, or in part on each, and to determine the date upon which to value my estate for estate tax purposes, all without being required to make any adjustment on account thereof;

K. To join in or consent to income and gift tax returns filed with or by my surviving spouse;

L. To make payment of income or principal to any minor directly to such minor, to his legal or natural guardian, or to any other person without responsibility on its part as to the application of any such distribution;

M. To determine the market value of any investment of any trust for any purpose on the basis of such quotations, evidence, data or information as the Trustee may deem pertinent and reliable; to distribute in cash or in kind upon partial or final distribution and to determine the allocation of property to the respective recipients and trusts hereunder, and to do so with or without regard to the income tax basis of such property, the Trustee to have no duty of impartiality between such recipients and trusts as to such basis;

N. To pay all costs, charges and expenses of administration of my estate or of any trust and to receive reasonable compensation for its services, and to charge such compensation to income and/or principal;

O. To employ such servants, agents, attorneys, accountants, investment counsel and professional advisors as may be reasonably required or desirable in managing, protecting and investing my estate or any trust, and to pay them reasonable compensation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Mystic, Connecticut, this 3rd day of September, 1980.

Virginia S. Berry L.S.
VIRGINIA S. BERRY

Signed, sealed, published and declared by VIRGINIA S. BERRY, the Testatrix above named, as and for and to be her Last Will and Testament, in the presence of us, who at her request and in her presence and in the presence of each other, have subscribed our names hereunto as witnesses this 3rd day of September, 1980.

Cheryl Steiner of New London, Conn

Carol E Mackay of Groton, Conn

Robert C. Leuba of Mystic, Conn.

STATE OF CONNECTICUT
COUNTY OF NEW LONDON

Then and there personally appeared the within named Cheryl Steineker and Carol E. MacKay who, being duly sworn, depose and say that they and Robert C. Leuba witnessed the execution of the within Will of the within named Testatrix, VIRGINIA S. BERRY; that the said VIRGINIA S. BERRY subscribed said Will and declared same to be her Last Will and Testament in their presence and in the presence of Robert C. Leuba; that they and Robert C. Leuba thereafter subscribed the same as witnesses in the presence of said Testatrix and in the presence of each other and at the request of the said Testatrix; that the said Testatrix at the time of the execution of said Will, appeared to them to be over eighteen (18) years of age and of sound mind and memory and that they make this affidavit at the request of the said Testatrix.

Cheryl Steiner

Carol E Mackay

Subscribed and sworn to before me this 3rd day of September, 1980.

Robert C. Leuba
Notary Public

QUIT-CLAIM DEED**To All People to whom these Presents shall come, Greeting:**

KNOW YE, THAT I, HOWARD ALLISON METZGER, of the Town of East Haddam, County of Middlesex and State of Connecticut ("releasor") for divers good causes and considerations thereunto moving, received to my full satisfaction of THE ANTIQUARIAN AND LANDMARKS SOCIETY, INCORPORATED, a Connecticut nonstock corporation having an office at 394 Main Street in the City of Hartford, County of Hartford and State of Connecticut ("releasee") have remised, released, and forever quit-claimed and do by these presents, for myself and my heirs, successors and assigns, justly and absolutely remise, release and forever QUIT-CLAIM unto it, the said releasee, its successors and assigns forever, all such right and title as I, the said releasor, have or ought to have in or to a certain piece or parcel of land, together with the buildings and all other improvements thereon standing and the appurtenances thereto, situated in the area formerly known as the Seventh School District, in the Town of East Haddam, County of Middlesex and State of Connecticut, being more particularly bounded and described in Schedule A attached hereto and made a part hereof.

As to all of the premises except the 18th century house located on the premises, which house is known as the Palmer-Warner House, this deed is made and delivered upon the condition that if any of said premises are sold by the releasee, the proceeds of said sale shall be added to the releasee's Frederic C. Palmer Memorial Fund, which fund shall be used solely to support the preservation and maintenance of the said Palmer-Warner House and the remaining unsold land; provided, however, that in the event the releasee sells the said Palmer-Warner House as provided below, said fund shall be for the releasee's general uses and purposes. The releasee shall have the right to use any and all of said fund, including the original principal and any appreciation and income, to effectuate the purposes described herein. Notwithstanding the foregoing, the releasor desires that the releasee shall not exhaust the principal of said fund because the releasor desires that the said fund shall be in existence in perpetuity as a memorial to the said Frederic C. Palmer.

As to the said Palmer-Warner House only, this deed is made and delivered upon the condition that, upon termination of the life use described herein, the said Palmer-Warner House only shall be used by the releasee as a house museum open to the public in accordance with the standards and policies from time to time determined by the releasee, or as a study house, or as a residence for staff of the releasee, or for a similar use that would further the purpose of preserving the historic character of the said Palmer-Warner House and providing access thereto to the public in accordance with the standards and policies from time to time determined by the releasee, and that, at such time as the releasee shall determine that the releasee, for financial or other reasons, can no longer operate the said Palmer-Warner House in the manner described above, which determination shall be confirmed by the State Historic Preservation Officer, or, if there is then no State Historic Preservation Officer or if the State Historic Preservation Officer is unwilling to participate, by a comparable entity designated by the releasee, and which determination and the confirmation thereof shall be evidenced by a notice recorded on the East Haddam Land Records by the releasee, the above-described condition regarding the use of the said Palmer-Warner House shall be released and the releasee shall hold title to the premises subject only to the following conditions: (1) if the releasee shall sell the said Palmer-Warner House, the said Palmer-Warner House only and not the land shall be subject to the historic preservation restriction set forth in Schedule B attached hereto and made a part hereof, which restriction shall run with the land; and (2) if the releasee

SCHEDULE A

A certain piece or parcel of land, together with the buildings and all other improvements thereon standing and appurtenances thereto, situated in the area formerly known as the Seventh School District, in the Town of East Haddam, County of Middlesex and State of Connecticut, being bounded and described as follows, to wit:

Bounded

- Northerly: by land formerly of Frederick and Mary Ballek, now or formerly of Robert H. and Anita M. Ballek;
- Easterly: by the highway known as Town Street, also known as Connecticut Route 82;
- Southerly: by land formerly of Emil Kraul et ux and land of Harold C. Strong, in part by each, now or formerly of Vivien Kellems and William F. Phaneuf, Jr. and Nancy D. Phaneuf and The Nature Conservancy of Connecticut, Inc., in part by each; and
- Westerly: by land formerly of Frederick and Mary Ballek, now or formerly of Robert H. and Anita M. Ballek.

Excluding therefrom the burial ground lying within the above-described premises, together with the right-of-way between the highway and said burial ground.

Said piece or parcel of land contains by estimation fifty-one and one-half (51 1/2) acres, more or less.

Being the same premises conveyed to Frederic Courtland Palmer by Warranty Deed of Frederick and Mary Ballek dated July 10, 1936 and recorded in Volume 51, Page 555 of the East Haddam Land Records. Reference is also made to a Certificate of Distribution for Land Records from the Estate of Frederic C. Palmer dated July 27, 1972 and recorded in Volume 99, Page 594 of the East Haddam Land Records, which Certificate of Distribution for Land Records certifies that the distributee of the said Estate of Frederic C. Palmer was ascertained to be Howard Allison Metzger, the releasor herein.

SCHEDULE B

Historic Preservation Restriction

Any improvements, alterations, conversions or rehabilitation to the exterior of the said Palmer-Warner House must be completed in accordance with the Standards for Historic Preservation Projects issued and as may be amended from time to time by the Secretary of United States Department of the Interior, 36 Code of Federal Regulations, Sections 68.1-68.4 (1991). This restriction may be enforced by The Antiquarian and Landmarks Society, Incorporated, at its sole discretion, and by its designees, successors and assigns.

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PALMER-WARNER HOUSE

East Haddam, Connecticut

CASE REPORT and RECOMMENDATIONS

Palmer-Warner House Task Force

Charles Beach Barlow

Peter Bartucca

Rachel Carley

Abbott Lowell Cummings

Jared Edwards

Susan Kelly

Lee G. Kuckro

Patrick Pinnell

John W. Shannahan (until 6/08)

Howard A. Willard, Jr.

May 2009

Connecticut Landmarks

formerly The Antiquarian and Landmarks Society

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Introduction

There is no truer test of a preservation organization than how it exercises its judgment about what to preserve, and how to preserve it. The Palmer-Warner House Task Force, whose mission was to evaluate the House and property, develop a Case Report, and make recommendations to Connecticut Landmark's Board of Trustees, respectfully submits this Report to help inform the exercise of the Trustees' fiduciary duty in dealing with the gift of Frederic Palmer's house.

One of the pleasures of serving on the Task Force has been the rediscovery of Frederic Palmer's contributions to the Society. That Connecticut Landmarks is what it is today is in no small part due to Frederic C. Palmer, who was one of the earliest supporters of the Society and a Trustee of the Society from at least 1942 until his death in 1971. A member of the Structures Committee from 1947, he served as its Chairman from 1951 until 1971. A pioneering preservation architect, Palmer restored the Buttolph-Williams and Joshua Hempsted Houses for the Society. Through his efforts the Butler-McCook and Amasa Day Houses were given to the Society, and his work with Caroline Ferriday resulted in the Society's acquiring the Bellamy-Ferriday House.

From 1949 to 1971 Frederic Palmer was a frequent contributor to *The Connecticut Antiquarian*, the Society's journal. The articles he wrote, the descriptions of his deliberate and careful preservation of the Society's houses, his painstaking analysis of the restoration process, and the references to his work on the Structures Committee set a high standard for the Task Force, and for Connecticut Landmarks' Trustees, as we consider the gift which he and Howard Metzger gave us, and the Society's responsibility for it.

Frederic Palmer's evaluation of the Warner House and appreciation of its architectural distinction has stood the test of time. Unaltered since the 1790's at the time of its acquisition by Palmer, it has extraordinary integrity as a late 18th century house. Typically, and as he did with the houses he restored for the Society, Palmer described and documented the alterations he made whether restoration or carefully considered adaptive reuse.

With its unusually well documented interior, the Palmer-Warner House has a rare authenticity which, from a curatorial perspective, we should be loath to dilute or destroy. It is the only surviving property of the Society's founders, with the donor's collection unadulterated by later alteration - culturally important, unedited, and completely intact.

The property, whose 50 acres stretch in an unspoiled vista behind the House towards the Connecticut River, provides Connecticut Landmarks with the opportunity to fulfill the donor's intent to preserve the property as open space and, with the proceeds of its sale or the sale of its development rights going to the House, has the potential of giving the Palmer-Warner House a larger endowment than any of the Society's other houses.

The members of the Palmer Warner House Task Force - trustees and preservationists - brought their professional expertise in and knowledge of architecture, architectural history, planning, archives, decorative arts, law, and historic preservation to their deliberations. The Task Force was in that way a connection to the preservationists, historians, collectors and antiquarians who founded the Society, and whose fervent commitment to and passion for A&L's mission provided the Society's leadership, and whose generous bequests have sustained the Society thus far. More directly several members of the Task Force knew Frederic Palmer or had worked with

him, and several knew Howard Metzger or had met him when he welcomed them to the Palmer-Warner House, sparkling and beautifully maintained, after the Society's Annual Meeting in 2004.

That the Task Force, with only minimal support, was able to meet its goals is a credit to each member and this Report is the reflection of their encouragement and support and the product of their generous commitment of time and expertise. I would like to thank each: Charles Beach Barlow, Trustee Emeritus and President of the Society when it accepted Howard Metzger's gift; Peter Bartucca, archivist, who advised on the Palmer Archives; Rachel Carley, author and architectural historian who reviewed A&L files, and wrote and edited this Case Report; Abbott Lowell Cummings, ground-breaking architectural historian, author, and expert in the decorative arts; Jared Edwards, noted preservation architect; Susan Kelly, now President of the Society, who represented the Task Force as liaison to the Executive Committee; Patrick Pinnell, architect, author and planner who wrote the biographical sketch of Frederic Palmer, and who was our local contact regarding the Palmer-Warner property; Jack Shanahan, Chairman of the Collections Committee, who served on the Task Force until June '08; and Howard A. Willard, Jr., restoration expert and contractor who contributed the Palmer-Warner House Report and Historic Structures Survey of the Barn, and who currently serves on the Society's Collections Committee. The Task Force was assisted by Beverly J. Lucas, CTL Curator, and staff liaison to the Task Force, who took the July 2005 photographs of the House and, among other things, arranged for the relocation of the Palmer Archives. Thank you particularly to Ms. Carley and Messrs Edwards and Pinnell for reviewing and inventorying the drawings from Frederic Palmer's practice.

For his encouragement I would also like to thank Trustee Emeritus Tom Peardon, a friend of the Task Force, and, for her early support of the Task Force, Ronna Reynolds, former interim acting Co-President of A&L.

The Task Force also owes its thanks to Dr. Barbara Tucker, who contributed the cultural and social history of the House; to Charles Lyle, Director and Curator of the Webb, Deane Stevens Museum; to automobile expert Joel Finn, who made a preliminary assessment of the car collection; and to Anita Ballek, founder of the East Haddam Land Trust; and to all the property's Ballek family neighbors.

Thanks to all those who helped or offered to help the Task Force, to Kate Steinway, Executive Director of the Connecticut Historical Society, for her kind offer of climate controlled space to review the Palmer Archives, to Mary Donohue of the Connecticut Commission on Culture and Tourism, Historic Preservation and Museum Division, for her offer to attend a meeting of the Task Force and describe available CCT programs, to Todd Levine of the Connecticut Trust for Historic Preservation for his offer to help using the Trust's Barn Grant Program, and to William Flynt, Architectural Conservator at Historic Deerfield, for his offer to perform dendrochronological analysis of the House and Barn. I regret that the Task Force was not permitted to pursue their offers.

Thank you too, on behalf of the members of the Palmer-Warner Task Force, to all the friends and the members of Connecticut Landmarks who have offered their support, advice and encouragement to the Task Force's efforts to preserve the Palmer-Warner House and the Palmer and Metzger legacies.

Lee G. Kuckro
Chairman

**Palmer-Warner House Task Force
Case Report and Recommendations
May 2009**

Palmer-Warner House
307 East Town Street, East Haddam, Connecticut

Accepted as a gift by A&L in 1994 and accessioned in 2005, the Palmer-Warner House is a highly valuable asset to the Connecticut Landmarks Society collections. The house and barn are significant architecturally and important for their associations with the families who built and owned them. The extraordinarily beautiful property, well-preserved buildings, archives, and furnishings together constitute an exceptional resource as a donor's personal home and collections—all completely original, and with unique connections to New England's early historic preservation movement. This resource not only has come to the Society intact, but with funds to support it. It has immediate and exciting potential for a variety of innovative, "low maintenance" uses, including donor cultivation and connoisseurship programs, that would directly support the CT Landmarks mission while complementing the role played by the society's more traditionally interpreted museum houses.

Part One: Description and Historical Background



The Palmer-Warner House property is situated in East Haddam, an atmospheric Connecticut River town that, incorporated in 1734, includes an historic and charming village—location of the Goodspeed Opera House—as well as a number of 18th- and 19th-century houses in the outlying countryside. The 49.8-acre site includes a well-preserved 18th-century center-chimney house and a rare example of an 18th-century barn,

which are separated by some small garden areas and a driveway. The remnants of a subsistence farm built by a significant East Haddam family, the buildings front directly on East Town Street (Rte. 82). East Town Street is a well-traveled but still-rural road that passes on the east side of the river and travels north to the nearby hamlet of Moodus, location of the Amasa Day House, a Connecticut Landmarks site. The property, consisting of gently rolling pasture, stone walls, and some woodland unfolds primarily to the rear of the house and westward toward River Road and the Connecticut River. A

Warner family burying ground is located to the west of the house; although this is an historically significant component of the site, it is not included in the CT Landmarks holdings, as it is owned by the town.

Acquired by Connecticut Landmarks in 1993, the site is exceptional for the high quality of interior and exterior detailing of the house (unusual for a country farmhouse of the Georgian period), for preserving an early example of a scribe-rule barn, and for its beautiful setting on such a large, undeveloped parcel of Connecticut River Valley



countryside. The two most important phases of history involve the first and last owners: the Warners and the Palmers. The house was built by, and long associated with, the Warners, a family of blacksmiths who by 1790 owned and operated one smithy across the street and a second in Hadlyme.

The Connecticut River towns were well situated for trade, as port facilities allowed merchant ships to travel inland. East Haddam early on developed a mixed economy dependent not only on agriculture, but also on industry and commerce. The Warners earned quite a reputation as skilled craftsmen in the region, and architectural hardware made by them was displayed in the Wadsworth Atheneum's *Great River* exhibition in 1985. Among their work were latches and locks for many churches in the area—and, of course, the hardware preserved in the family house.

The East Haddam history of the Warners dates to the early 1700s, when John Warner (1677-1750) moved to the area and married a wealthy widow named Mehetabel Chapman Richardson. The Warners likely built the house soon after Mehetabel came into a substantial inheritance from her sister in 1738. In 1936 the house was purchased by Frederic C. Palmer (1901-71), a highly regarded restoration architect and preservationist who served as an A & L trustee and chairman of the society's structures committee. Palmer oversaw the restoration of the Buttolph-Williams House in Wethersfield and the Joshua Hempsted House in New London. At the time of Palmer's death in 1971, the site passed to his life partner, Howard Metzger. During their ownership, the house was called Dunstaffnage and underwent some changes consistent with the mid-1900s Colonial Revival approach to restoration. The property was listed on the National Register of Historic Places in 1987 under the criterion of architectural significance.

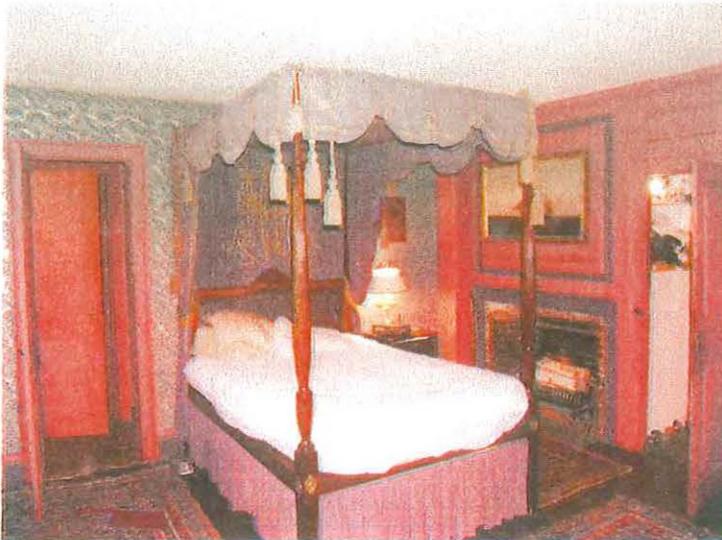
Buildings and Collections

House

The Palmer-Warner House is an 18th-century timber-frame building with a traditional center-chimney layout defined by flanking parlors, a winding stair in the central vestibule, a rear kitchen, and corresponding second-story chambers. The Task Force has determined the date of the house to be c. 1740, which is in line with Frederic Palmer's conclusion that the house was erected by John Warner (1677-1750).¹ (See Appendix Two, structural assessment by Willard Restorations.) Palmer believed the rear (west) ell to be even older. The house underwent substantial alterations c. 1790 under the ownership of Oliver Warner. The elaborate high-style Georgian paneling in the north parlor and the front portico date from this later period. The National Register Nomination (Appendix Seven) cites the paneling and other embellishments for their level of integrity and workmanship.

The house remained in the Warner family until 1876. When Frederic Palmer and his mother purchased it in 1936, Palmer reported that the structure had been largely unchanged since 1790 and still lacked plumbing and central heating. Although a number of attached outbuildings had existed to the rear, only the summer kitchen then survived.

Alterations and restoration work undertaken by Frederic Palmer included the installation of mechanical systems and the conversion of two small upstairs chambers into bathrooms. The architect also redesigned the summer kitchen ell as a porch, removed a "borning room" partition and added a corner cupboard in the rear kitchen (to create a sitting room), and installed a small modern kitchen in the former buttery in the northwest corner. Palmer also added window caps for water control, moved the rear interior stair,



found space for five closets, and finished the attic, where he cut in new windows in the north gable end. Restoration work reportedly encompassed the interior finishes, which include wall painting in the north parlor.

Furnishings, Decorative Arts, and Archives:

Furnishings of the house represent a mix of items inherited and collected by

Frederic Palmer, including American furniture from the Colonial, Victorian, and Colonial Revival periods; Chinese export porcelain; European and English porcelain, glass, and

¹ There is some discrepancy in accounts over the date of construction. According to a 1938 research report prepared by the Colonial Dames, Oliver Warner built the entire house in 1790. (Frederic Palmer's six pages of "additional information" was filed in 1946 with the Colonial Dames report.)

other decorative pieces; miscellaneous *objets d'art*; coin, sterling, and Sheffield silver; pewter and brass accessories; miniatures; clocks; carpets (Kazak and other types); stoneware figurines; mirrors; paintings, and portraits—and many other items. The house also came with the assorted personal effects of Frederic Palmer and Howard Metzger and Palmer's sizable archive of files, drawings, and other materials associated with his architectural practice (see Findings, page 10).

An appraisal (1993) of the house contents undertaken by the Colchester, Connecticut firm of Nathan Liverant & Son is included as Appendix Nine. The collection includes a number of notable New England furnishings and some significant portraits. Of particular note are pairs of oil portraits of Oliver and Mehetabel Warner (c.1820-1835) attributed to Erastus Salisbury Field, and of Gideon and Mercy Turner Palmer (c.1845-1850). The total value of items appraised in 1993 was \$395,000. CT Landmarks files contain information on the provenance of many of the pieces.

Highlights of the collection (with 1993 appraised values) include:

- William and Mary slant-front desk, Boston, c. 1725-40 (\$30,000)
- Queen Anne walnut and maple flat-top highboy, Salem, MA, c.1760-65 (\$30,000)
- Queen Anne Walnut wing chair, c. 1745-65 (\$ 20,000)
- Chippendale mahogany secretary, Boston, c. 1760-70 (\$30,000)
- Pair of portraits (oil on canvas) attributed to Erastus Salisbury Field, 1820-35 (\$20,000)

Barn

A rare example of a mid-18th-century outbuilding, the barn is an extended peak-roofed English barn built c. 1740 and soon enlarged with an extension from one gable end,



probably by 1760. The hand-hewn, post-and-beam frame of both sections consists primarily of oak and chestnut timbers and displays the scribe-rule joinery method. A small north ell probably dates from the Palmer



ownership. Abbott Cummings has noted with particular interest the barn's dropped tie beams, evidence of a hybridized tradition of Dutch and English building techniques that influenced Colonial Connecticut architecture and is currently the subject of new scholarship.

Automobiles

The Palmer collections also include, stored in the barn and carriage shed, a collection of five vintage cars, as follows:

1964 Buick Riviera (Marker FCP)
1967 Mercedes Benz 250 SL Coupe
1967 Cadillac 69347
1978 Cadillac Seville
1978 Cadillac Eldorado

Property

The property is a significant component of the site. According to a notation in the CT Landmarks files, the Warners once owned 1,000 acres of land running from Town Street west to the Connecticut River. Part of this tract, the 50-acre parcel now owned by Connecticut Landmarks comprises meadows, woodlands, and stone walls stretching west behind the house toward the Connecticut River. The landscape preserves an exceptionally beautiful vista of unspoiled



countryside. The fields are presently hayed by neighbors, descendants of the grantor to Frederic Palmer. Near the house are some perennial borders and animal topiaries, which were maintained by Palmer and Metzger but have been let go since CT Landmarks acquired the site.

The rear property borders the 700-acre conservation area known as Chapman's Pond Preserve. Chapman Pond is a large tidal pond connected to the Connecticut River by two tidal creeks. According to the East Haddam Land Trust, the entire area played an important role in the town's development as the center of fishing activities and as wetland hayfield in the colonial period. The Great Flood of 1936 destroyed the hay meadows, and a floodplain wetland and marsh subsequently took their place. The Nature Conservancy and the East Haddam Land Trust have worked cooperatively to preserve the area. The Land trust owns several small parcels contiguous to that of the Nature Conservancy, and the effort to preserve the remaining small parcels continues.

Howard Metzger wrote in 2005, "I look at the long picture, of at least preserving the property through the years, which will increase its value and rarity (sic), as years go by. (T)he view is really such a rare and suprising (sic) delight especially these days of fully developed land."

Part Two: Frederic C. Palmer, Howard A. Metzger, and the CT Landmarks Relationship

Frederic C. Palmer

A native of Montville, Connecticut, Frederic Courtland Palmer (see Appendix One) was a member of a prominent merchant-manufacturing family that settled in southeastern Connecticut in the 1780s. By the late 1800s the family owned the Palmer Brothers Company, makers of quilting, with offices in New London and New York. Frederic graduated with a B.A. in architecture from Harvard in 1925. From about 1928 to 1936 he served as an assistant to his mentor Kenneth John Conant on the excavations of the Abbey of Cluny in France. In the 1930s he returned to the States and settled into an architectural practice specializing in alterations to old houses and churches. An active member of various patriotic societies, he represented the first generation of serious preservationists of New England's material culture and, highly regarded as a "Colonial specialist," may have been a founding member of the Antiquarian and Landmarks Society. He oversaw the restoration of the Society's New London properties and participated in the crusade to save the Goodspeed Opera House in East Haddam. Among the substantial collection of Palmer drawings to come to the Connecticut Landmarks with the house are those for the opera house restoration.

Research into the Palmers quickly revealed that Frederic's immediate family included extremely prominent pioneers—both collectors and connoisseurs—in the field of American antiques. Frederic's uncle, George S. Palmer (1835-1934), was one of this country's most celebrated early collectors of American furniture and silver. George's cousin Hezekiah Eugene Bolles (1838-1910) assembled a collection that, along with many pieces from the Palmer family, constituted the bulk of the American Wing collection as it formed at the Metropolitan Museum of Art in New York. These pieces remain at the core of the museum's current exhibits.

According to our research, Frederic Palmer had told friends that he was a direct descendant of the Warners; genealogical research is underway to ascertain if this intriguing connection can be confirmed.

Howard A. Metzger

Details about Howard Metzger's life are scarce. Howard served in the Navy and met Frederic Palmer, his life partner, after World War II. The two shared the house after the death of Frederic's mother. Howard learned to love historic objects through Frederic, whose vision and memory he remained devoted to for the 30+ years he lived in the house alone after his partner's death. He appreciated real scholarship, remained devoted to Frederic's creative legacy of purist restoration and furnishing, and believed the A & L founding mission and purpose was extremely important. His interests included cars and gardening, and it was he who was responsible for the whimsical topiaries on the property. Living openly but quietly as a gay couple in a small town, Howard and Frederic together building networks of support for historic preservation and their endeavors.

Background of Connecticut Landmarks Acquisition and Ownership:

The acquisition of the Palmer-Warner House as an endowed property by the Antiquarian & Landmarks Society was undertaken after a prolonged process of consideration that spanned some fifty years. Excerpts from correspondence and other documents concerning that acquisition are included in the appendices and document the intent and wishes of Palmer and Metzger in leaving the property and endowment to the Society as well as the Society's terms of acceptance.

In summary: Frederic Palmer clearly felt everything should be left exactly as is, but over time Howard Metzger's viewpoint evolved to what was outlined in the quit-claim deed and his will. The men both envisioned the site as a house museum reflecting 18th-century life and architecture. It was Howard Metzger's desire that the house be sold only as a last resort. In the event that the house was damaged "beyond hope" by fire or an act of God, the assets could be liquidated and held in a memorial fund for the use of the Society for general operations. Otherwise, the Society was obligated to maintain the house as a museum or to find some other use compatible with its preservation.

The following is a chronology of important dates:

- 1948 Dialogue between Frederic Palmer and A & L concerning a gift of the house to the society begins. At that time Palmer wanted nothing to be removed or introduced.
- 1971 Frederick Palmer dies, leaving estate to his life partner, Howard Metzger.
- 1972 A & L agrees by vote of trustees to accept Metzger's gift of the property, house, and contents to the Society with an \$80,000 endowment and additional land in Haddam and Ohio. A & L will accept the property with the proviso that it be allowed to sell some of the land to increase the endowment, if necessary.
- 1992 A & L votes to accept the Metzger gift; Metzger retains life interest and is to continue living in the house.
- 1993 Quit-Claim Deed and Deed of Gift from Metzger outlines transferal of house to A & L, subject to Metzger's life use. The Mary Dana Wells Trust begins a yearly allocation of 10% of the Trust's income to A & L to be used for the support of the Palmer-Warner House. Mary Dana Wells was a close friend of the Palmer family.

A & L pays for a new roof.

A &L engages Israel E. and Arthur S. Liverant of Nathan Liverant and Son of Colchester to appraise the contents.
- 1994 A & L enters into an agreement with The Nature Conservancy to register the Palmer-Warner property with the Connecticut Natural Heritage Registry

program, agreeing to preserve and protect the natural areas on the property and to notify the Nature Conservancy of any threat on or adjacent to the natural area

2005 **Howard Metzger** expresses in a letter to former A & L president Charlie Barlow (May 4) his concern that A&L is interested in only the cash value of the property and contents. His worries derive from conversations he has had with former director Bill Hosley. Metzger writes, "This a haunting dread I keep sensing at times, which keeps me awake at night." In a letter to Daniel Lafleuer, former A & L property manager (July 25), Metzger writes of his concern that the Society was "more interested in finances, money and expenses, than in possession and acceptance of ownership of this property and future opening as museum or whatever." He says he does not want a "disaster of return as the Copp property," referring to A & L's return of the Avery Copp property in Groton to the owner. He states that if the Society wishes to re-consider its acceptance of the property this should be done to put his mind at ease over its future. No action was taken.

Howard Metzger is killed in a car accident

A & L comes into possession of the buildings, contents, and the 50-acre site.

Part Three: Findings

Summary of Task Force Actions

- Meetings on site on 12/11/07, 1/30/08, 2/29/08, 5/8/08, 7/15/08, and off-site 4/22/09
- Review of collections and remedial action
- Preliminary assessment of car collection
- Meeting with representative of the East Haddam Land Trust
- Archives -preliminary review, packing and transport, review and listing of the contents of 24 boxes of drawings and related materials
- Collection of relevant correspondence
- Biographical research
- Professional structures assessment
- Property review by outside consultant
- Preliminary land-use research
- Interview with Bill Hosley
- Conversations with neighbors
- Discussion with CT Trust about the availability of Barn Grant for dendrochronological analysis of the barn

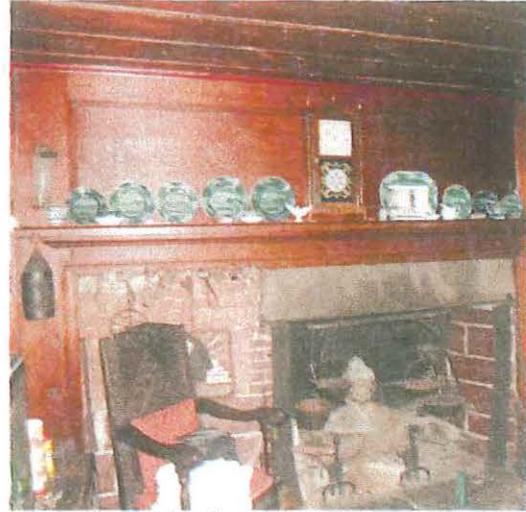
Structures

House and Garden: The house is an especially fine example of its type. CT Landmarks trustee Abbot Lowell Cummings has described it as one of New England's most

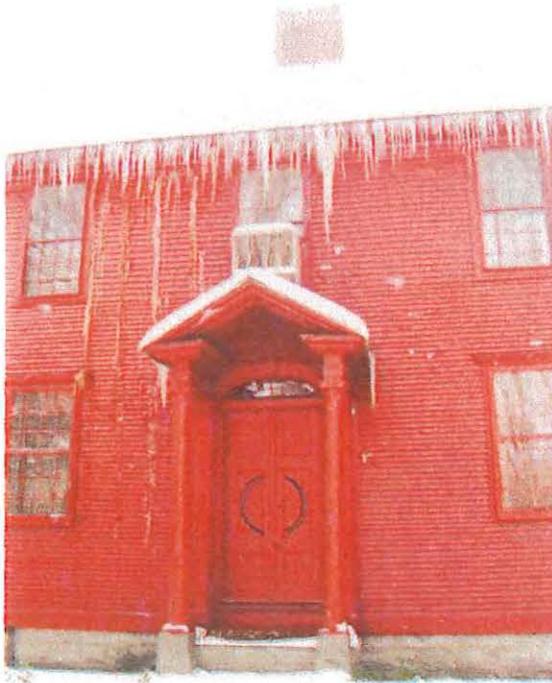
important preservation projects. Of particular interest are the high stone foundation, the original Warner-made hardware, and the stenciling and high-style fluted corner pilasters in the north parlor.

Frederic Palmer asserted that the original kitchen was unique in Connecticut for its feather-edged paneling, which covers the ceiling as well as the walls. The massive chimney measures 12' x 15' at its base and incorporates a large fireplace and oven in the basement level.

The house is in relatively good physical condition and most of the work required for its maintenance is cosmetic rather than structural. One lower windowsill needs replacement. Ice dams are causing melt water to back up under the roof shingles. Although the site was kept by Howard Metzger in superb condition, it has



Former kitchen showing feather-edged ceiling paneling.



to a racked frame, which has caused the northeast front wall to shift out of plumb by about 11 inches. The barn nevertheless retains much of its original fabric, and it can be restored without compromising the building's integrity. Replacement of the vertical sheathing will allow the restoration of the original door and window openings and create a weatherproof space.

suffered from deferred maintenance since it passed to A&L in 2005. It suffers from being vacant as well as lack of good climate control and does not appear to have been cleaned since CT landmarks has taken ownership. Mice have been nesting in papers and fabrics; dishes are sitting in the sink. During the winter of 2009, the house was not heated and the pipes burst, causing damage. The Task Force is gravely concerned over the lack of care the property has received, particularly given that it came to the society with funding for its maintenance. The topiaries have grown out and the gardens need care and maintenance.

Barn: As previously noted, the barn is a significant example of an 18th-century agricultural structure. Deterioration caused primarily by a leaking roof has contributed

Property



Task Force members have met with Anita Ballek, founder and past president of the East Haddam Land Trust. The Ballek family are neighbors of the site and have been continuing a long-term agreement they had with Howard Metzger to mow the fields in return for the hay they cut, bail and remove. The Balleks had been assured by Howard that the land would be left to the Antiquarian and Landmarks Society so that it would be preserved as open

space. The Town of East Haddam has in the past provided funds for the purchase or protection of property. Because the property borders the Nature Conservancy's Chapman Pond Preserve, The East Haddam Land Trust and the Conservancy are concerned over potential threats to the land's preservation as open space.

Palmer Archives

The Frederic Palmer archives comprise a collection of architectural drawings, correspondence, files, photographs, and other items documenting Palmer's private architectural practice from 1936 to the time of his death in 1971. The archives and personal papers remained in the house, where they were stored in substandard conditions (mice, no climate control, etc.). In June 2008 members of the task force packed the drawings and papers of Frederic Palmer in archival containers and moved them under supervision of CT Landmarks curator Beverly Lucas to the Butler-McCook House. To date, with Beverly's help, 24 boxes of drawings have been reviewed and their contents have been inventoried on computer by project, client, and date. The inventory of the additional materials is ongoing.

The materials have been found to cover a succession of projects including Palmer's work on the Goodspeed Opera House, the Congregational meeting houses in Wethersfield and East Haddam, many museum houses, and numerous Colonial Revival residences. The archives also contain information on several projects with biographical interest, including architectural work at the Palmer Manufacturing Company in Fitchville, CT, a National Register property.

Although the file boxes have yet to be reviewed, they may well document Palmer's restoration work on the Society's properties and be of particular interest.

Automobiles

During summer 2008, Joel Finn, an automobile expert and collector from Roxbury, CT visited the house with Beverly Lucas and made a preliminary assessment (pro bono). Joel (who has previously consulted on the car collection at the Isham-Terry House) indicated

that the American cars were worth at most \$2,500 to \$5,000. The Mercedes may be worth \$10,000 to \$15,000.

Joel advised that the best course of action would be to sell the cars at auction as soon as possible. He is concerned about the storage conditions and lack of maintenance, which is contributing to deterioration. (There is already evidence of mold on the upholstery of the Mercedes.) He also recommended two reputable Connecticut car auctions as a venue for the sale. Other than cleaning the mold, he suggested the Society sell the cars "as is."

The Task Force recognizes the need to maintain the cars in good condition but also feels they might be considered a component of property's interpretation.

Financial Background and the Palmer-Warner Endowment

The Frederick C. Palmer Memorial Fund

Howard Metzger estate distribution:	\$549,000 (Actual)
Proceeds from litigation claim:	\$180,000 (Actual)
<i>Total</i>	<i>\$729,000</i>
Mary Dana Wells 1988 Trust	\$450,970 (Actual 2008)
<i>Total actual</i>	<i>\$1,179,970</i>

Anticipated Additions to Capital

Mary Dana Wells Distributions Fund (1)	\$500,000 (Estimate)
Second litigation claim pending (2)	\$400,000 (Estimate)
Open Space sale (3)	\$500,000 (Estimate)
<i>Total including estimates</i>	<i>\$2,579,970</i>

All Metzger Estate Distributions are to be held as *The Frederic C. Palmer Memorial Fund*, which shall be used solely to support the preservation and maintenance of the Palmer-Warner House.

(1) Mary Dana Wells Distributions Fund

Pursuant to the First Amendment to the Mary Dana Wells 1988 Trust, 10% of the net income is to be paid, in perpetuity, for use of the Palmer-Warner House in memory of Frederic Palmer. Although the Task Force has repeatedly requested a definitive accounting of the unexpended proceeds of those distributions, and the accumulated income figure on that amount compounded at the society's investment rate of return, of this writing that information is not in hand. Based on information provided to date, and calculating a conservative 6% yearly return, the fund balance has been estimated at \$500,000.

(2) Second litigation claim proceeds are estimated at the mid point of the range of probable recovery.

(3) The potential sale of development rights of the property (50+/- acres) for open space, facilitated by the Nature Conservancy and East Haddam Land Trust, could generate a substantial addition to the endowment, conservatively estimated here at \$500,000. Similar parcels have been valued at over \$1,000,000. The Task Force's recommendation of an appraisal has not been pursued by CTL, so this cannot be more closely estimated.

Expenses

Actual expenses for the fiscal year ending 3/31/08 were \$11,274.
The "Central Office Allocation" for that fiscal year was \$43,127.

Property Acquisition Evaluation

It should be noted that when A & L trustees voted to accept the property in 1992, the Society had not framed a formal acquisition policy. Applying the current guidelines to the Palmer-Warner House is technically irrelevant, in that the Society accepted the gift 17 years ago. However it is still useful to review the policy in order to make specific recommendations.

The three main requirements of that policy are:

1. Endowment sufficient to support the foreseeable operating expenses. The Palmer-Warner House came with an endowment for the sole support of the site. The endowment of \$1,229,000 (based on the actual total in the Palmer Memorial Fund - \$729,000 - added to the unexpended Wells Trust distributions since 1992, and the compounded income thereon, estimated to total about \$500,000) At 5% that fund would generate about \$61,000, which when added to the 10% annual distribution from the Mary Dana Wells Trust, recently \$22,000, would yield an annual operating income of about \$83,000. The proceeds from the second litigation claim and the sale of development rights, reasonably estimated, will result in a total endowment of approximately \$2,579,000, which would yield an annual operating budget of about \$130,000.

2. Enough funds to cover initial operations. See above.

3. Restrictions and limitations regarding sale and alterations.

The Quit-Claim Deed and the Last Will and Testament are very specific about the intent of the donor regarding the use of the house. The house "shall be used as a house museum... study house or as a residence for staff, or for a similar use that would further the purpose of preserving the historic character and providing access... to the public from time to time..." The deed further states that if the society determines it can no longer operate the house as any of the above, then that determination must be confirmed by the State Historic Preservation Officer or comparable entity before the Society can be

released of those conditions. If the property is sold the house (but not the land) will be subject to historic preservation restrictions.

The Task Force evaluation as per CT Landmarks criteria for acquisition is as follows:

Architectural significance:	yes
Historical and associational significance:	yes
Collections:	yes
Archival and documentary records	yes
Completeness or totality (“package of architecture, property, etc.”)	yes
Physical condition	yes
Relationship to other holdings	yes
Environment and neighborhood character	yes
Financial viability	yes
Income potential	yes
Popular interest; potential for public exposure	yes
Potential local public support	yes
Exposure to physical threats	no
Existing public access	parking of concern, but potential solutions identified
Legal or regulatory restrictions (zoning, etc.)	none known
Statement of donor intent	Yes, Society has accepted
Explanation of donor-imposed restrictions	Yes, Society has accepted

Part Four: Recommendations

The Task Force is unanimous in its enthusiasm over the historic and cultural value of the Palmer-Warner House and the splendid contribution that it makes to the CT Landmarks collection of properties. This property is not “just another center-chimney colonial.” It is certain that the 18th-century house and barn are architecturally significant and that the property is an important tract of open space. As an indivisible setting the house, collections, and property are also unique in preserving—intact and untouched—the home, collections, archives, personal belongings, and gardens of donors whose lives and work are closely linked to the early historic preservation movement in Connecticut.

There could be few properties in Connecticut whose acquisition could so fully support the mission of CT Landmarks and the requirements of the Society’s acquisition policy. It is patently clear to the Task Force why A & L trustees voted to accept the gift of the Palmer-Warner House 17 years ago. Moreover, the site came with an endowment, including assets from the estate of Howard Metzger and income from the Wells Trust. This endowment has been increased by a settlement from a wrongful-death suit

concerning the car accident that killed Howard Metzger. A potentially substantial sum would be available from the sale of development rights to protect the open space, and the Task Force sees potential for raising additional funds through private contributions and grants. The possibility of doing so in a collaborative effort involving other local resources, including the Goodspeed Opera House (an enthusiastic partner), the Norma Terris Theater in Chester, CT Landmarks' Amasa Day House, and Gillette Castle is particularly intriguing and promising.

It is important to note that the Society's plans for the site will have an impact on community relations and the perception of CT Landmarks' standing in the museum and preservation field. There is great concern and interest in the community for the future of the house and the open space. The Palmer-Memorial Fund may only be used to support the preservation and maintenance of the site and even were the Society legally able to dispose of the site, it is the Task Force's opinion that as a practical matter, and ethically, the fund may not be separated from the site regardless of the future disposition of the property. Selling the site—even if the real estate market were healthy—is not an option. To do so would cripple the credibility of CT Landmarks as a preservation organization. It is incumbent on the Society to exhaust all possibilities for a reasonable use of the property before concluding that none is viable. The Task Force believes that the property as it stands now is indeed viable, but if it were not, that CT Landmarks must arrange for its care and preservation by another organization.

Furthermore, in accepting the property after a 50-year discussion with the owners, the Society took on the legal and moral obligation of maintaining it and sharing it with the public. Fortunately, the restrictions on the gift provide ample flexibility to do so, thus offering the benefit of permitting the Society to think creatively about the site's use and interpretation in a time of economic difficulty. The property does not have to be set up as a traditional house museum open to the public on a regular basis with a staff of interpreters, although this could indeed be a long-term goal.

Happily, we see great potential for "experimental" interpretation based on the success of such properties as England's National Trust site, Calke Abbey, which is opened to the public looking precisely as it did when the last owners shut the door behind them—its perfections and flaws equally exposed. Rather than an extensive "purging" in which all contents are removed, reorganized, edited, and replaced, the philosophy is non-intrusive: "patch, repair, clean, and polish." Such an approach would significantly minimize the preparations necessary for sharing the house with CT Landmarks friends and neighbors. It would also allow the Society to take into account the uniqueness of a site that has come to us with all its contents intact and that preserves vital connections to the people who lived there.

The idiosyncrasies and intimate character of this property endow it with tremendous potential for events and programming that could be designed to make visitors feel they are receiving a private invitation to experience something they wouldn't ordinarily get a chance to see and enjoy. The property is well positioned for targeting specific interest groups, including theatergoers, collectors, and a highly cultivated gay community that gathers for cultural events in the East Haddam area. Michael Price, Executive Producer at the Goodspeed Opera House, has been identified by several people as a key figure for CT Landmarks to engage in a discussion of ways in which local

organizations could join together to market themselves to reach their respective audiences.

The house could be opened "by special invitation" for small-scale parties and events to serve donor cultivation needs and to reach out to the CT Landmarks membership. It is also well-suited to intimate programs that might include an evening connoisseurship "salon," a private tour, a cocktail party on the terrace, or a small sit-down dinner in the dining room. CT Landmarks could also explore the idea of offering such services at a fee for small private parties. With its extensive views, the property behind the house has potential for tented parties and events.

Agricultural Use

The Task Force has had repeated conversations with neighbors of the property, descendents of the grantor to Frederic Palmer, who believe that the property has good potential for conventional agriculture as well as more intensive organic farming and permaculture, and who would be interested in discussing an arrangement in which they would farm the property in a mutually beneficial stewardship.

Parking and Facilities

Parking on the site is tight but small events can be accommodated with visitor parking across the street. The field next to the barn could also hold cars for particular events. The west end of the barn could house a simple greeting area and chemical toilets.

Immediate Recommendations

It is of vital importance that the site be cared for properly and that it reflect the stewardship of a first-rate preservation organization. The property also needs to be in shape so that staff and trustees can show it to prospective collaborators.

Recommendations for immediate action include:

Strategic Planning

- Immediate integration of the Palmer-Warner House into overall strategic planning goals for CT Landmarks properties. This should include plans for house, property, archives, and collections, including contents of house and the cars. Plan for inclusion of archives in the Amos Bull project.

Address Deferred Maintenance (Using funding from P-W endowment budget)

- Employment of professionals, under the direction of the curator, to clean the house and contents and to prepare recommendations concerning collections care and maintenance
- Employment of a landscape/garden consultant to make recommendations for landscape and topiary care

- Evaluation of climate conditions and provision of appropriate heat in winter with monitoring to ensure proper humidity levels to protect the house and collections from further damage. Install temperature monitor tied into the security system. Undertake proper “dry out” after 2009 water-pipe break; supervise mold remediation both short and long term.

Other

- Professional property appraisal

Short-Term Recommendations

- Provide a full and accurate accounting of all the Palmer-Warner related funds. In particular account for the annual Mary Dana Wells Trust distributions received since 1992 but not expended on the Palmer-Warner House, and calculate the compounded total of the distributions at the Society’s actual annual rate of return on its endowment, and restore to the benefit of the Palmer-Warner house.
- Credit back to the house the excessive “Central Office Allocations.”
- Continue review of P-W archives, currently stored at Butler-McCook.
- Formation of a Palmer-Warner Advisory Council, to include CT Landmarks representatives, members of the community, local land trust, opera house, etc.
- Sale of development rights with assistance of the East Haddam Land Trust and The Nature Conservancy to permanently protect the open space and develop additional funds for the property’s endowment
- Issue invitations to community representatives and CT Landmarks to visit the property
- Hire a consultant to amend the National Register Nomination to recognize the significance of Frederic C. Palmer and of the landscape. Explore elevation of the property’s landmark status to that of National Historic Landmark (e.g. Whitfield House in Guilford designation earned this status due to its connection to J. Frederick Kelly). National Landmark Status would make the house eligible for extensive funding under the American Treasures Program. (Fund from PW budget, available grant sources, or targeted fundraising.)
- Dendrochronological analysis of house and barn (Fund from PW budget, available grant sources, or targeted fundraising.)

Mid- and Long-Term Recommendations

(Fund from PW budget, available grant sources, or targeted fundraising.)

- Historic Structures Report

- Collections cataloguing (digital imaging)
- Long-term collections management
- Long-term strategic planning
- Any improvements, alterations, conversions or rehabilitation which the Society makes to the exterior of the House should be completed in accordance with the Secretary of Interior's *Standards for Rehabilitation*; as if subject to the Historic Preservation Restriction in the event of sale described in Howard Metzger's Last Will and Testament, and in Schedule B of Metzger's Quit Claim Deed to the Society.

**Report of the Office of the Attorney General
Connecticut Landmarks Gift Funds
Exhibit 4**

Fund Description	Total Value as of 12/31/17	Manner of Contribution	Terms of Gift	Use	How held	Property Benefitted
Thorne, Judith Dana	\$1,813,054.00	Last Will and Testament of Judith Dana Thorne	For CTL's general charitable purposes	Unrestricted	Fully expendable	NA
Unrestricted Endowment	\$2,518,544.00	Accumulation of various gifts, including life memberships	For CTL's General charitable purposes	Unrestricted	Endowment	NA
Putnam, Marcella Rockwell	\$626,979.00	Codicil to Last Will and Testament of Marcella Rockwell Putnam	\$300,000.00	Unrestricted	Fully expendable	NA
Sumner Fuller Memorial Fund	\$266,498.00	Solicited Donations	For the maintenance of the Phelp-Hatheway House	Restricted	Fully expendable	Phelps-Hatheway
Berry, Charles T.	\$791,017.00	Last Will and Testament of Charles T. Berry	Remainder in trust, income only, to maintain and preserve the house and grounds. If income not necessary for maintenance, then to CTL for its general purposes.	Restricted/unrestricted	Endowment	Forge Farm
Berry, Charles T. Marital Trust	\$332,497.00	C. Berry Will to V. Berry residuary	Remainder in trust, income only, to maintain the house, outbuildings, and land. If income not necessary for maintenance, then to CTL for its general purposes.	Restricted/unrestricted	Endowment	Forge Farm
Berry, Virginia S.	\$461,170.00	Last Will and Testament of Virginia S. Berry	Remainder in trust, income only, to maintain the house, outbuildings, and land. If income not necessary for maintenance, then to CTL for its general purposes.	Restricted/unrestricted	Endowment	Forge Farm
Phelps-Hatheway Fund	\$23,554.00	Individual Gifts to the fund	CTL's general purposes	Unrestricted	Fully expendable	NA
Archibald, Dorothy Clark	\$264,066.00	Last Will and Testament of Dorothy Clark Archibald	For the express benefit of the Nathaniel Hempstead House. Endowment.	Restricted	Endowment	Nathaniel Hempstead House

**Report of the Office of the Attorney General
Connecticut Landmarks Gift Funds
Exhibit 4**

Fund Description	Total Value as of 12/31/17	Manner of Contribution	Terms of Gift	Use	How held	Property Benefitted
Hempstead, John Brush	\$78,891.00	Last Will and Testament of John Brush Hempstead (distribution of portion of principal after death of life interest in residuary estate)	To CTL for the use and benefit of Hempstead House as a fund toward the endowment of Hempstead House, the income whereof shall be applied for the care, maintenance and preservation of the Hempstead House, as well as of the adjoining so-called "Huguenot House." Principal can be used for the purchase of the Huguenot House.	Restricted	Endowment	Hempstead Houses
Hempstead, John Brush	\$103,241.00	Last Will and Testament of John Brush Hempstead	For maintenance and repairs of the Joshua Hempsted House and the Nathaniel Hempsted House.	Restricted	Endowment	Hempsted Houses
Mary Dana Wells Fund	\$27,415.00	Gift	Use for the Hempsted Houses	Restricted	Endowment	Hempsted Houses
Roberts, Katherine Chaffee	\$408,440.00	Last Will and Testament of Katherine Chaffee Roberts	\$75,000, the income therefrom for the maintenance, repair and upkeep of the real estate and contents herein-before devised.	Restricted	Endowment	Amasa Day House
Seymour, George Dudley	\$262,027.00	Last Will and Testament of George Dudley Seymour	\$1,000 to purchase the Hempstead House. \$1,000 for the restoration and maintenance of the Hempstead House. \$25,000 for the maintenance and care of the Hale Homestead. \$25,000 for the maintenance and care of the Strong Homestead.	Restricted	Endowment	Hempstead House and Hale Homestead

**Report of the Office of the Attorney General
Connecticut Landmarks Gift Funds
Exhibit 4**

Fund Description	Total Value as of 12/31/17	Manner of Contribution	Terms of Gift	Use	How held	Property Benefitted
Brewster, Margaret Fitch	\$297,332.00	Intervivos Gift Document	Insurance proceeds, that shall be used only for the general purposes of said Society, including, but not limited to, the purchase, repair and upkeep of any historical site, building or object of interest to said society; but said general purposes shall not include the repayment of, or payment of interest on, whether directly or indirectly, any indebtedness heretofore or hereafter incurred by said Society, regardless of whether or not said indebtedness was incurred for the purposes of the Society as hereinabove set forth.	Restricted	Fully expendable	CTL
Ferriday, Carolyn W.		Last Will and Testament of Carolyn W. Ferriday	Remainder of the estate given to trustee with discretion to distribute. If distributed to CTL, then for the care, maintenance and preservation of the property.	Restricted	Third Party Trustee	Bellamy-Ferriday House & Garden
Isham Accumulated surplus Deposits	\$6,173.00	Money taken for proper charitable purpose but not yet used.	To restore and maintain our home, barn and gardens in good repair and condition for the benefit of the public.	Restricted	Fully expendable	Isham-Terry
Isham, Charlotte Terry	\$476,110.00	Last Will and Testament of Charlotte Terry Isham	The house to CTL, and \$200,000 to restore and maintain our home, barn and gardens in good repair and condition for the benefit of the public.	Restricted	Fully expendable	Isham-Terry
Isham, Julia Louise	\$630,687.00	Last Will and Testament of Julia Louise Isham	In trust, income to sister, on sister's death, house to CTL and \$200,000 to restore and maintain our home, barn and gardens in good repair and condition for the benefit of the public.	Restricted	Fully expendable	Isham-Terry

**Report of the Office of the Attorney General
Connecticut Landmarks Gift Funds
Exhibit 4**

Fund Description	Total Value as of 12/31/17	Manner of Contribution	Terms of Gift	Use	How held	Property Benefitted
Metzger, Howard Allison	\$1,513,670.00	Last Will and Testament of Howard Allison Metzger	Remainder to be held in the Frederic C. Palmer Memorial Fund, for the preservation and maintenance of the Palmer-Warner House. Fully expendable. If CTL sells the House, then for general purposes.	Restricted	Fully expendable	Palmer-Warner
Newcomb, Ruth W.		Last Will and Testament of Ruth W. Newcomb	To install and permanently maintain a well sweep and suitable basket at the Hempstead House, then for the benefit and upkeep of the Hempstead House. Fully expendable.	Restricted	Fully expendable	Hempstead Houses
Palmer Accumulated Surplus	\$45,666.00	Surplus from what was needed from Mary Dana Wells 3d party Trust	Held by trustee, the net income shall, and all or any part of the principal may, be paid to CTL for use on the Palmer Warner House.	Restricted	Fully expendable	Palmer Warner
Arnold E. and Mary I. Carlson Fund	\$5,276.00	Component Fund created by the Carlsons with the Hartford Foundation for Public Giving	To benefit the Nathan Hale Homestead	Restricted	Third Party Trustee	Nathan Hale Homestead
Hempstead Heritage Fund	\$62,842.00	Component Fund created by CTL with Community Foundation of Southeastern Connecticut	For preservation of the Hempsted properties	Restricted	Third Party Trustee	Hempsted Houses
McCook, Anson T.	\$1,174,353.00	Last Will and Testament of Anson T. McCook	Shall pay over the net income thereof in semi-annual instalments, for the purposes hereinafter set forth, to the Antiquarian and Landmarks Society, Incorporated, of Hartford, Connecticut . . . To maintain the Butler-McCook Homestead in good repair and condition for the benefit of the public	Restricted	Third Party Trustee	Butler-McCook House & Garden

**Report of the Office of the Attorney General
Connecticut Landmarks Gift Funds
Exhibit 4**

Fund Description	Total Value as of 12/31/17	Manner of Contribution	Terms of Gift	Use	How held	Property Benefitted
McCook, Frances A.	\$1,016,006.00	Second Codicil to Last Will and Testament of Frances A. McCook	Remainder of the estate given to trustee, to pay over net income to CTL to maintain and operate the McCook Homestead, land, buildings and content under and in accordance with the terms of [the deed that transferred the Homestead to CTL]. Any excess can be spent on general purposes if the trustee approves.	Restricted	Third Party Trustee	Butler-McCook House & Garden
Sumner Fuller	\$321,676.00	Trust Agreement, September 18, 1962	Net income to CTL for such maintenance of said house and the grounds appurtenant thereto.	Restricted	Third Party Trustee	Phelps-Hatheway
Wells, Mary Dana	\$540,960.00	First Amendment to the Mary Dana Wells 1988 Trust	Held by trustee, the net income shall, and all or any part of the principal may, be paid to CTL for use on the Palmer Warner House.	Restricted	Third Party Trustee	Palmer-Warner
John Marshall Holcombe Jr. Memorial Funds	\$170,739.00	Gifts made in memory of JMH	Unrestricted gifts.	Board Restricted	Fully Expendable	NA
Main Street History Center	\$175,931.00		Unrestricted gifts.	Unrestricted	Fully expendable	NA
Frederic Palmer Fund	\$3,976.00	Gift from Mrs. J. Reid Johnson	CTL's general purposes	Unrestricted	Endowment	NA

4-7-1993

The original of this will
... & Goodwin.

EXHIBIT 5
Howard
-Palmer
Werner

LAST WILL AND TESTAMENT

GOPY

I, HOWARD ALLISON METZGER, of East Haddam, Connecticut, do hereby make, publish, and declare this to be my last will and testament, hereby revoking all my former wills, testaments, and codicils.

ARTICLE 1

Family

1.01 Family. I declare that at the date of the execution of this instrument my immediate family consists of my brother, JACK DAVID METZGER.

ARTICLE 2

Dispositive Provisions

2.01 Specific Tangible Personal Property. I give and bequeath, absolutely, to my brother, if he survives me, or if he does not survive me, in as nearly equal shares as practicable, to his issue who survive me, such issue to take per stirpes, my personal clothing, my personal jewelry, personal toilet articles, silver flatware, family photographs and such of my other personal effects and furnishings which are not historically relevant to the

Palmer-Warner House, including, but not limited to the following: my Metzger genealogical materials, books without the Palmer book plate, family photographs, the painting of myself, the oil painting of Lela Metzger, aquarium, television sets, stereo and tape player, phonograph records and tapes, Mexican silver goblets, table linens, bed linens, blankets, furniture (such as sofas and other pieces not suitable for the 18th century museum-room appearance of the Palmer-Warner House), kitchen dishes and dinnerware plates and glasses, typewriters and cameras, and all policies of insurance on such items of tangible personal property.

I express the hope that my brother or his issue will dispose of said tangible personal property according to my wishes, and I may leave a memorandum or other writing which sets forth those wishes. Such memorandum may also specifically describe those items of tangible personal property which should be disposed of pursuant to this Section 2.01.

I expressly declare that I do not intend to create any trust in law or in equity with respect to said tangible personal property.

2.02 Remainder of Tangible Personal Property. The remainder of my tangible personal property, including but not limited to all (i) historic furniture and furnishings and (ii) all automobiles, guns and garden ornaments and furniture, irrespective of their historical relevance, and all policies of insurance of such tangible personal property, which are not disposed of pursuant to Section 2.01 herein, I give and bequeath to THE ANTIQUARIAN AND LANDMARKS SOCIETY, INCORPORATED, of Hartford, Connecticut, (the "Society") free and clear of all liens and encumbrances of any kind; provided, however, that if any such item is sold by the Society, the proceeds of that sale shall be added to the Society's Frederic C. Palmer Memorial Fund, which fund shall be administered as described in Section 2.05 hereunder.

If there is any disagreement between the Society and my brother or his issue as to the disposition of any items of tangible personal property disposed pursuant to Section 2.01 herein and, this Section 2.02, such disagreement shall be resolved in favor of the Society. It is, however, my hope that any such disagreement shall be amicably resolved.

2.03 Real Estate. I give and devise to THE ANTIQUARIAN AND LANDMARKS SOCIETY, INCORPORATED of Hartford, Connecticut, absolutely and in fee simple, all my right, title, and interest in and to any dwelling which I may own and which I may occupy as my home or homes for any portion of the year and in the lands appurtenant thereto.

As to all of said property except the 18th century house known as the Palmer-Warner House, this bequest is made upon the condition that if any of said property is sold by the Society, the proceeds of said sale shall be added to the Society's Frederic C. Palmer Memorial Fund, which fund shall be administered as described in Section 2.05 hereunder.

As to the said Palmer-Warner House only, this bequest is made upon the condition that said Palmer-Warner House shall only be used by the Society as a house museum open to the public in accordance with the standards and policies from time to time determined by the Society, or as a study house, or as a residence for staff of the Society, or for a similar use that would further the purpose of preserving the historic character of the said Palmer-Warner House and providing access thereto to the public in accordance with the standards and policies from time to time determined by the Society, and that, at such time as the Society shall

determine that the Society, for financial or other reasons, can no longer operate the said Palmer-Warner House in the manner described above, which determination shall be confirmed by the State Historic Preservation Officer, or, if there is then no State Historic Preservation Officer or if the State Historic Preservation Officer is unwilling to participate, by a comparable entity designated by the Society, and which determination and the confirmation thereof shall be evidenced by a notice recorded on the East Haddam Land Records by the Society, the above-described condition regarding the use of the said Palmer-Warner House shall be released and the Society shall hold title to the premises subject only to the following conditions: (1) if the Society shall sell the said Palmer-Warner House, then said Palmer-Warner House only and not the adjoining land shall be subject to the restrictions on improvements and rehabilitation contained in the Standards for Historic Preservation Projects issued and as may be amended from time to time by the Secretary of United States Department of the Interior, 36 Code of Federal Regulations, Sections 68.1-68.4 (1991), which restrictions shall run with the land and which may be enforced by the Society at its sole discretion and by its designees, successors and assigns; and (2) if the

Society shall sell the said Palmer-Warner House, the proceeds of such sale shall be added to the said Frederic C. Palmer Memorial Fund, which fund shall be administered as described in Section 2.05 hereunder.

2.04 Residue. All the rest, residue, and remainder of my estate, of every name and nature, real and personal, including any lapsed or void legacies, but not including any property over which I may hold a power of appointment (all of which is sometimes hereinafter referred to as my "residuary estate"), I give, devise, and bequeath to THE ANTIQUARIAN AND LANDMARKS SOCIETY, INCORPORATED of Hartford, Connecticut, to be held as part of the Frederic C. Palmer Memorial Fund, which fund shall be administered as described in Section 2.05 hereunder.

2.05 Frederic C. Palmer Memorial Fund. The Frederic C. Palmer Memorial Fund shall be used solely to support the preservation and maintenance of the 18th century house known as the Palmer-Warner House and the maintenance of any other premises which the Society receives under Section 2.03 hereunder.

In the event the Society shall sell said Palmer-Warner House in accord with the provisions contained in Section 2.03 hereunder, said fund shall be for the Society's general uses and purposes. The Society shall have the right to use any and all of said fund, including the original principal and any appreciation and income. Notwithstanding the foregoing, I express the hope that the Society shall not exhaust the principal of said fund because I desire that the said fund shall be in existence in perpetuity as a memorial to the said Frederic C. Palmer.

2.06 Non-Creation of Trust. I expressly declare that I do not intend to create any trust in law or in equity with respect to any property passing to THE ANTIQUARIAN AND LANDMARKS SOCIETY, INCORPORATED of Hartford, Connecticut under any provision hereunder.

ARTICLE 3

Fiduciary

3.01 Executors and Successor Executors. I hereby constitute and appoint any member of the law firm of Shipman & Goodwin, Hartford, Connecticut, or any successor to said

firm by merger or otherwise, as said firm shall designate, Executor of this will.

3.02 Bonds. I direct that no bond or surety thereon be required of my Executor or any substitute or successor personal representative.

3.03 Fiduciary's Powers. In addition to the powers given by law and by other provisions of this will, and not in limitation thereof, I give my Executor, hereinafter sometimes referred to as my "Fiduciary," the following powers:

(a) The power to sell, exchange, assign, convey, and transfer real or personal property, at public or private sale, at such time and price and upon such terms and conditions (including credit) as my Fiduciary may determine, and free and clear of all trusts and limitations, without any liability on the part of the purchaser to see to the application of the purchase money.

(b) The power to sell or exercise any rights, warrants, or options of subscription issued on or otherwise attached to any stocks, bonds, securities, or other instruments in the nature thereof in my estate, and the power to treat such rights, warrants, or options, or any stock dividends or other distributions in kind or in cash, as principal or income, as my Fiduciary may determine.

(c) The power to vote, in person or by proxy, any securities held in my estate, as my Fiduciary may determine.

(d) The power to borrow money upon such terms and conditions as my Fiduciary may determine, and to mortgage, pledge, or hypothecate any real or personal property in my estate as security therefor.

(e) The power to abandon, adjust, arbitrate, compromise, or otherwise deal with or settle any tax and/or other claims or demands in favor of or against my estate and to agree to any rescission or modification of any contract or agreement, as my Fiduciary may determine.

(f) The power to engage the services of and compensate, as my Fiduciary may determine, in my Fiduciary's sole discretion, agents, brokers, attorneys, investment counsel, and assistants, without liability for any neglect, omission, misconduct, mistake, or default of any agent, broker, attorney, investment counsel, or assistant selected, supervised, and retained with reasonable care.

(g) The power to register and hold securities or other property in the name of a nominee, without thereby increasing or decreasing the liability of my Fiduciary.

(h) The power to unite with other owners of property or securities similar to any which may be held at any time in my estate to carry out any plan for the consolidation, merger, dissolution, liquidation, foreclosure, lease, or sale of the property of any corporation, company, or association the securities of which may be held in my estate, or the incorporation, reincorporation, or reorganization thereof, or the readjustment of the capital or financial structure thereof; to deposit any such securities in accordance with such plans; and to pay any assessments, expenses, and sums of money which my Fiduciary shall deem expedient or which may be required with reference to any such plans.

(i) The power to determine what receipts of my estate shall be deemed to be principal and what shall be income and what disbursements shall be charged to each and in what proportions.

(j) The power to do all things necessary to give effect to the provisions of any agreement concerning the purchase or redemption of any securities owned by me at my death or otherwise becoming part of my estate, and the power to do any and all other things necessary to handle any and all business interests of mine which shall become part of my estate or shall otherwise affect the same.

(k) The power to make any division, distribution, or payment in cash or in kind or partly in each; to make any valuations incidental thereto; and to make any such division, distribution, or payment of property without regard to the income tax basis thereof.

(l) The power to retain any security or other property owned by me at the time of my death, and to invest or reinvest in any securities, including common stocks, or any other property, real or personal, all without regard to laws governing the investment of funds held by fiduciaries and to the usual policies of diversification of trust investments, and to determine and vary from time to time the proportion of my estate to be invested in evidences of debt and the proportion in equities or other property. In extension and not in limitation of the foregoing, my Fiduciary specifically may, but need not, begin a program of reinvestment during the settlement of my estate.

(m) The power to pay, out of the principal and/or income of my estate, conservation and/or other expenses associated with the care, control, and delivery of property devised, bequeathed, or given to any beneficiaries of my estate, as my Fiduciary may determine.

(n) The power to make any and all elections regarding the date of valuation of property, the deduction of expenses for the purposes of the determination of any tax, and any other elections under or in respect of the Internal Revenue Code of 1986, as amended, or of any other tax law, and in so doing, my Fiduciary may, but need not, be impartial among beneficiaries. The judgment of my Fiduciary in this regard shall be conclusive and open to question by no one.

(o) The power, with respect to any property distributable to any beneficiary under a legal incapacity at the time of distribution, to transfer and pay over such property or any portion thereof to such beneficiary or, on his or her behalf, to a parent or person having the care or custody of such beneficiary without requiring such parent or person to qualify as guardian in any jurisdiction, or to any custodian under any Uniform Gifts to Minors Act, with power to select any person, bank, or trust company (including any Fiduciary hereunder) to be such custodian. My Fiduciary shall have no obligation to see to the use of such property. The receipt of such beneficiary, parent, person, or custodian shall be a complete discharge as to such property.

3.04 Powers of Successor Executors. Any successor or substitute Executor or personal representative shall have all the powers, authorities, discretions, duties, and immunities given to my original Executor.

ARTICLE 4

Miscellaneous Provisions

4.01 Expenses and Taxes. I direct my Executor to pay from my residuary estate, as administration expenses:

- (a) my medical and funeral expenses;
- (b) the expenses of settlement of my estate, including expenses of ancillary administration, if any; and
- (c) without apportionment, all estate, inheritance, succession, and death taxes (including interest

and penalties thereon) with respect to any property required to be included in my gross estate for purposes of such taxes, whether such property passes under this will or otherwise.

4.02 Cremation. I request that my body be cremated and be scattered at sea in as simple and inexpensive a manner as possible. I request that there be no viewing of the body and no religious service. I direct that these requests be honored to the extent possible and that the expense thereof be borne by my estate.

4.03 Definitions. References in this will to "issue" mean lawful blood descendants in the first, second, or any other degree of the ancestor designated. Such term shall include persons legally adopted before attaining the age of majority regardless of the date of adoption and their descendants, but such term shall exclude those persons adopted after attaining the age of majority and their descendants.

4.04 Captions. The captions which precede the various Articles and Sections of this will are for convenience only,

and shall not affect the construction or application of any of the provisions of this will.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at East Haddam, Connecticut, this 7th day of April, 1993.

Howard Allison Metzger (H.S.)
HOWARD ALLISON METZGER

Signed, sealed, published, and declared to be as and for his last will and testament by the above-named Testator, in our presence, who at his request, in his presence, and in the presence of each other have hereunto subscribed our names as attesting witnesses at the place and on the day and year above written.

Debra O. DeFrancesco
Name
Debra O. DeFrancesco

Portland CT
Residence
Portland, Connecticut

Lynnda M. Blau
Name
Lynnda M. Blau

East Hampton, CT
Residence
East Hampton, Connecticut

STATE OF CONNECTICUT)
 : ss. Town of East Haddam
COUNTY OF MIDDLESEX)

On this 7th day of April, 1993, the within named Debra O. DeFrancesco and Lynda M. Blau, being duly sworn, depose and say that they witnessed the execution of the within will of the within named Testator, and subscribed the same at his request, in his presence, and in the presence of each other; that the said Testator, at the time of the execution of said will, appeared to them to be of full age and of sound mind and memory; that he signed said will and declared the same to be his last will and testament in their presence; and that they make this affidavit at the request of said Testator.



Debra O. DeFrancesco



Lynda M. Blau

Subscribed and sworn to before me, the day and year above written.



NOTARY PUBLIC / COMMISSIONER
OF THE SUPERIOR COURT
Myron R. Bernstein